

# ULTIMATE SPIDER-MAN®

ISSUE

68

POPULAR



BENDIS  
BAGLEY  
HANNA

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The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

# PREVIOUSLY

# ULTIMATE SPIDER-MAN "POPULAR"



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Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the *Daily Bugle* tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Two brilliant scientists, Reed Richards and Sue Storm; Reed's best friend Ben Grimm and Sue's younger brother, Johnny, pierced the barrier to the N-Zone and through a strange accident acquired fantastic powers. Reed's body stretches like a rubber band, Sue turns invisible and can make invisible force fields, Johnny lights up like a torch and can fly and Ben has turned into a super-strong, rocky thing. Though they are just starting new lives as adventurers, they do know one thing: the world will never be the same.

Previously in Ultimate Spider-Man:

Peter Parker is still reeling from the violent death of his friend Gwen Stacy at the hands of Carnage, a genetic monstrosity half cloned from Peter's DNA. Elsewhere in Manhattan...

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**Scott Hanna**

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**J.D. Smith**

Letterer  
**Chris Eliopoulos**

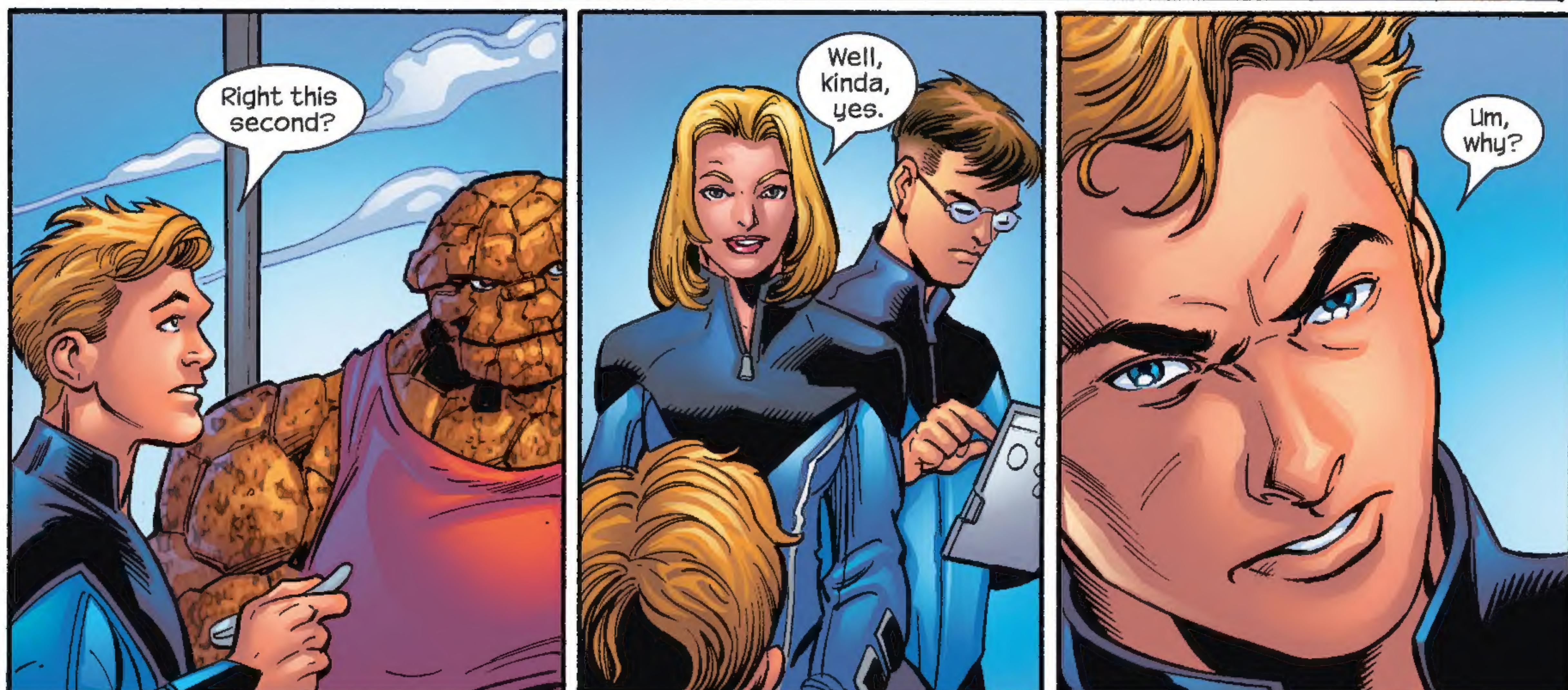
Assistant Editor  
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Editor  
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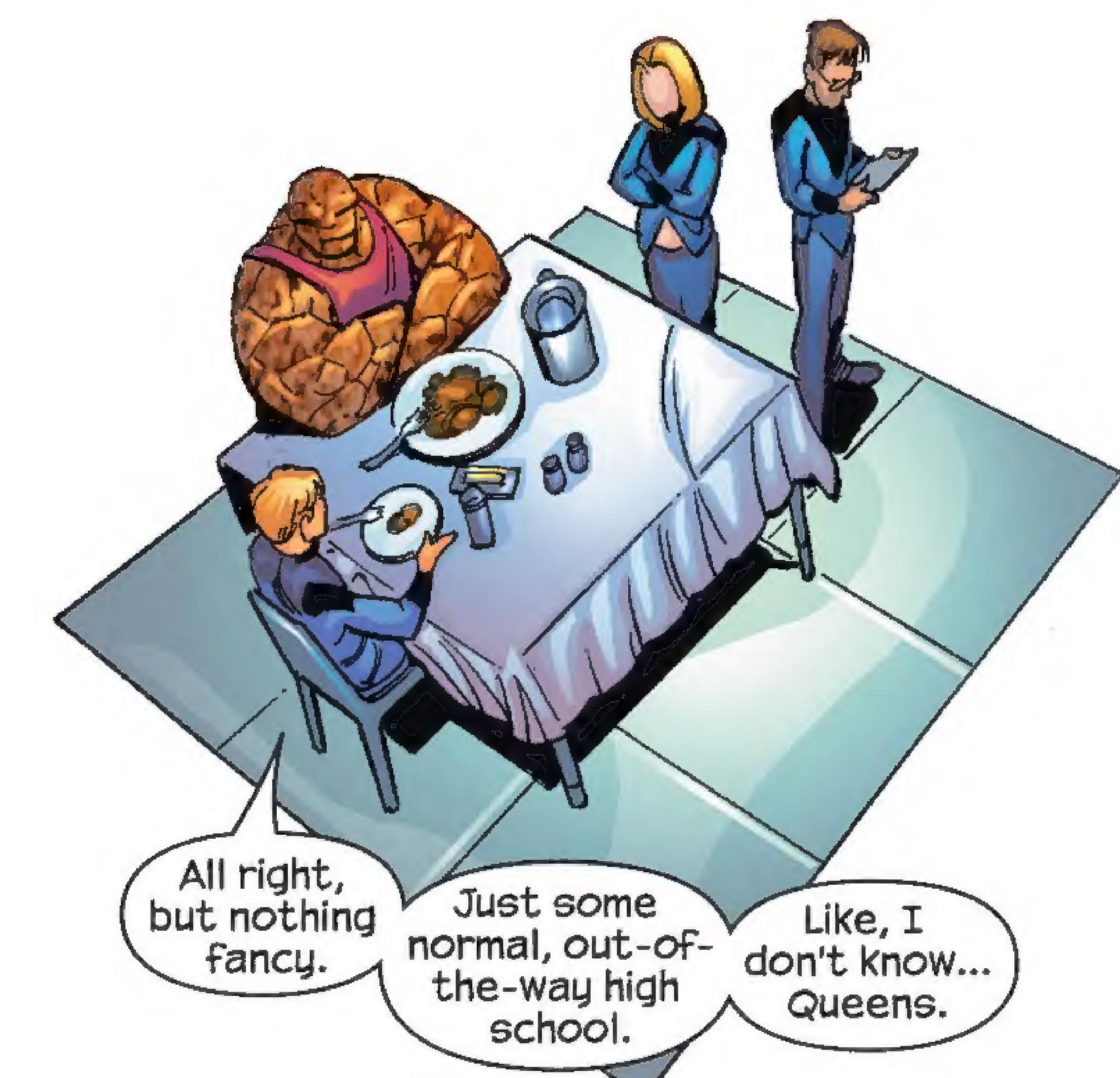
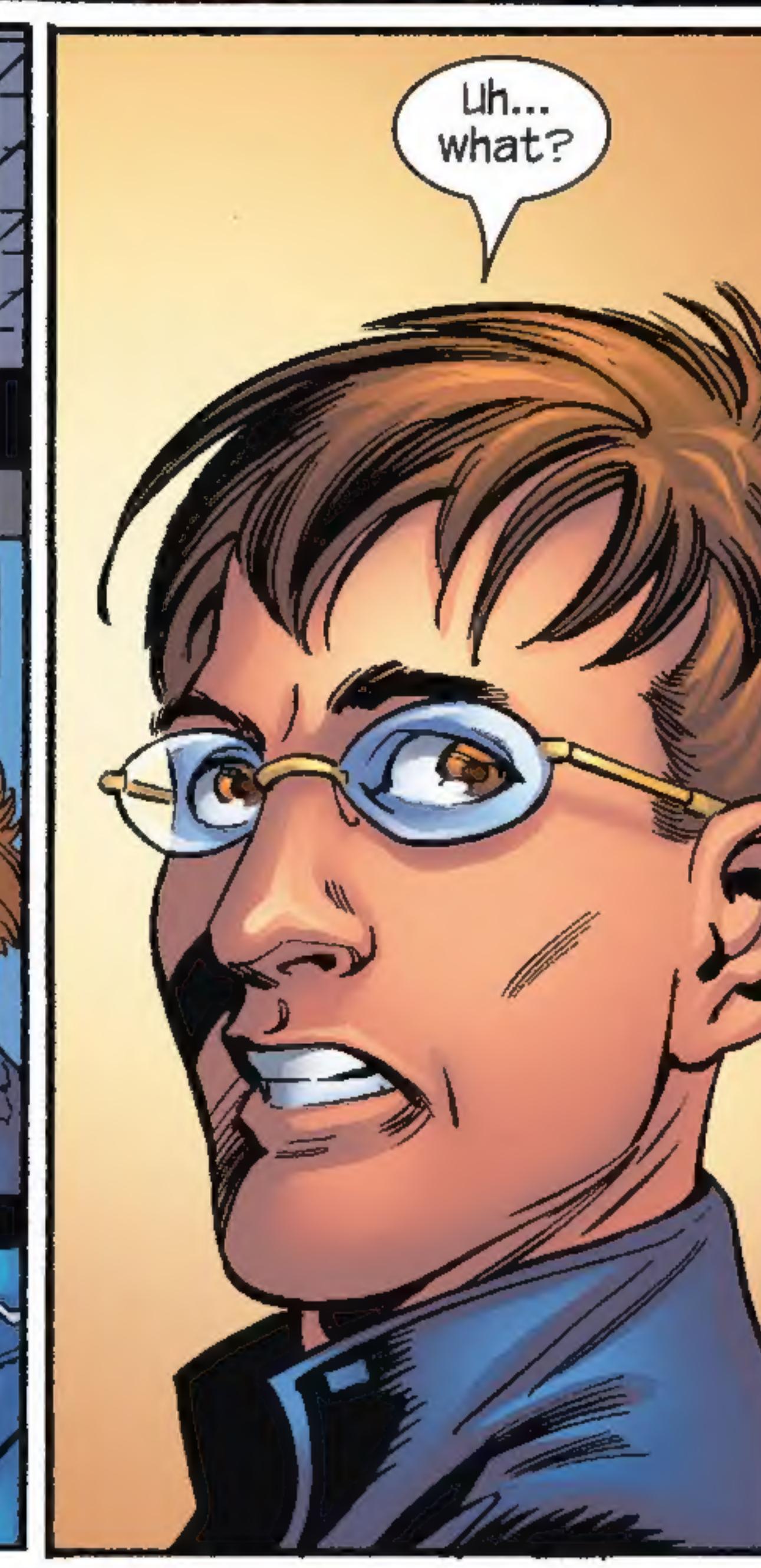
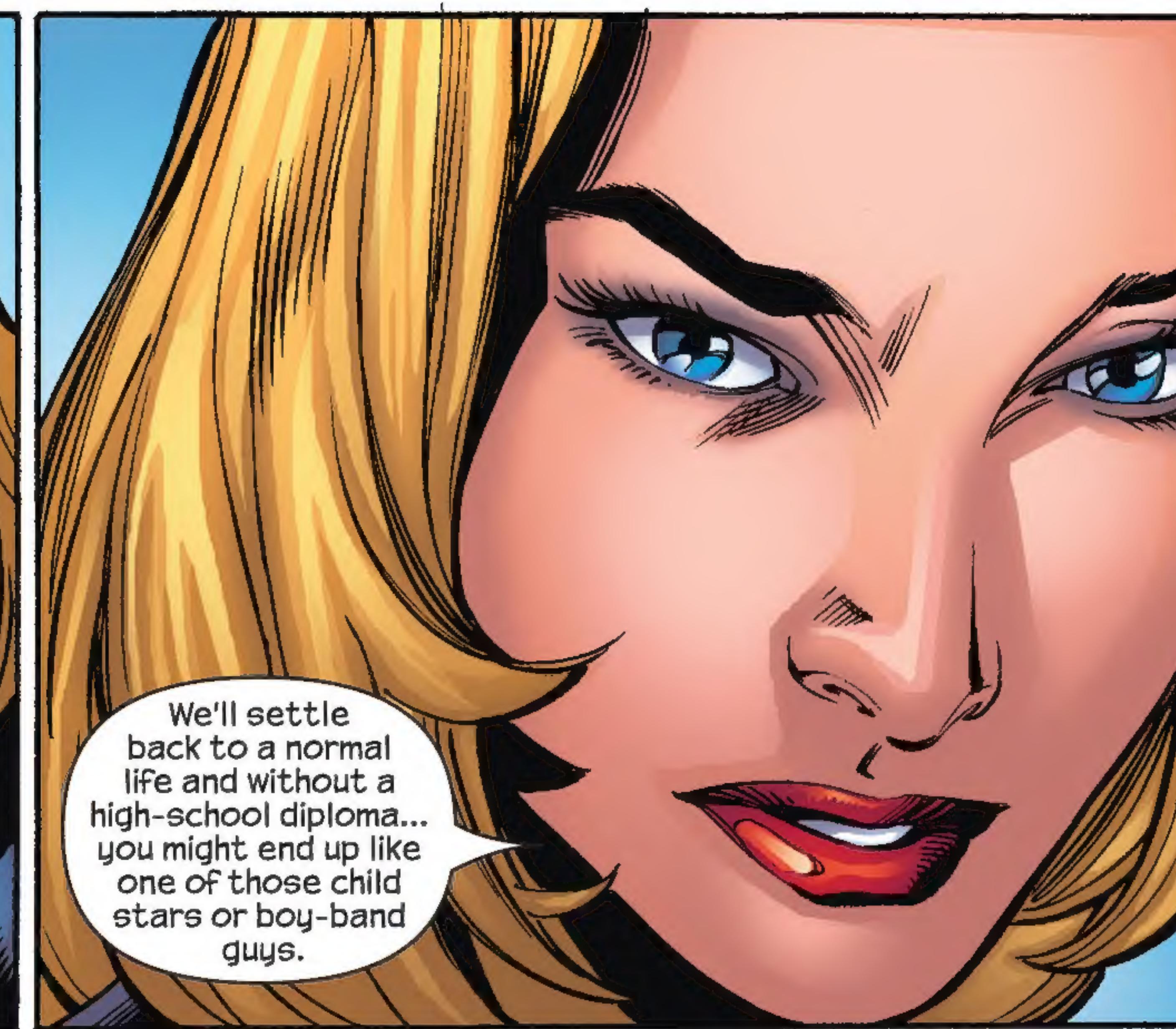
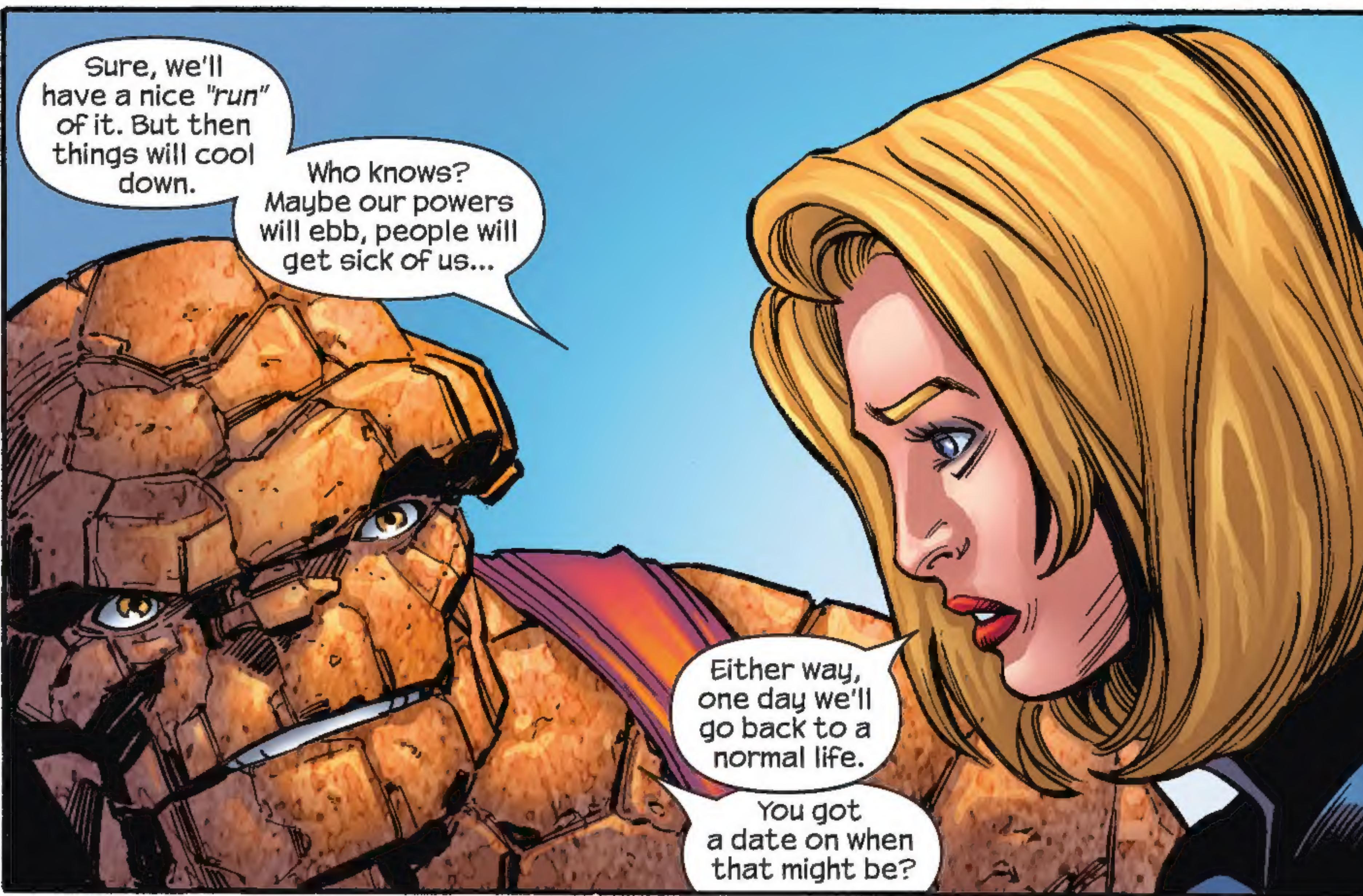
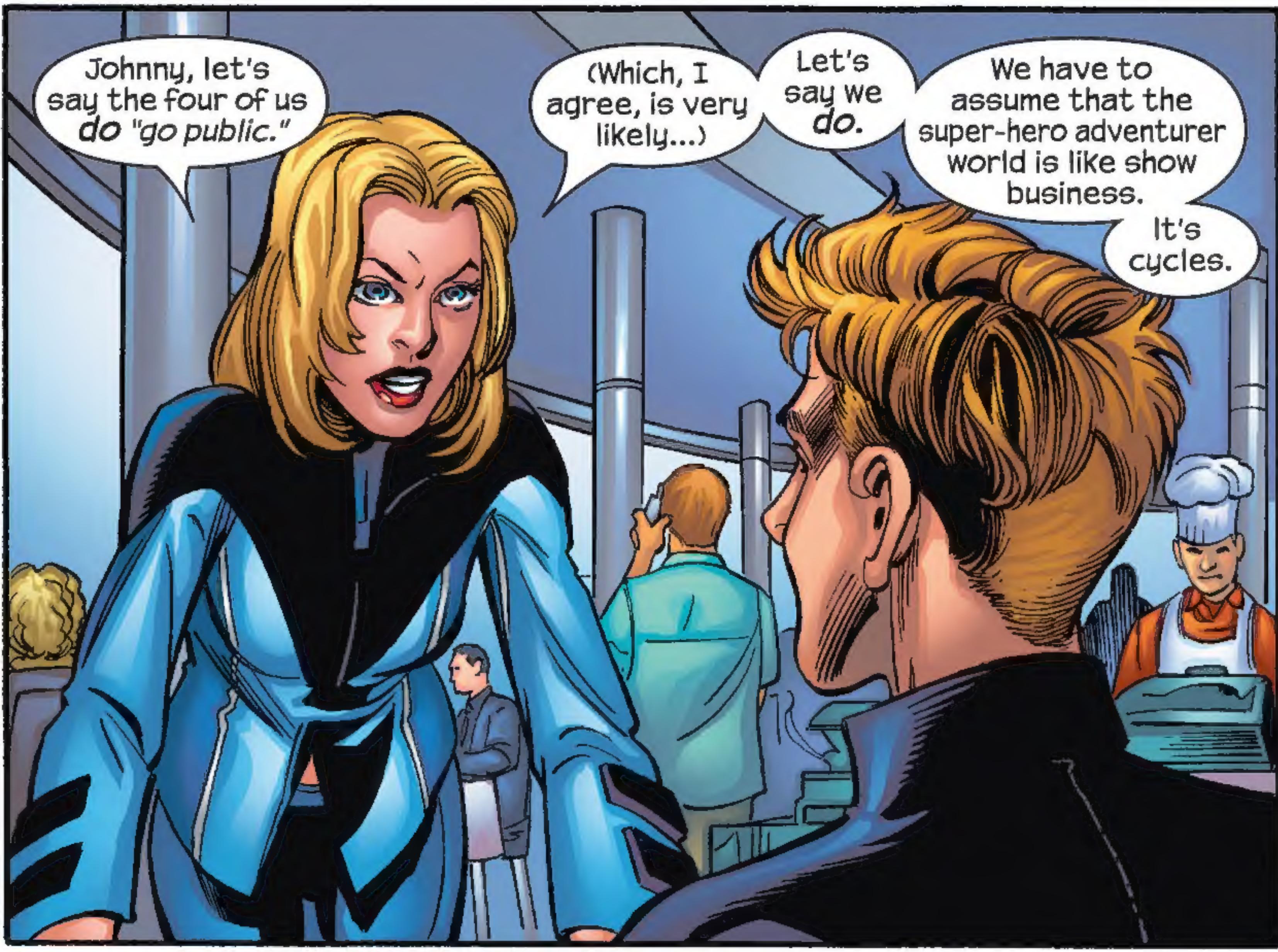
Editor in Chief  
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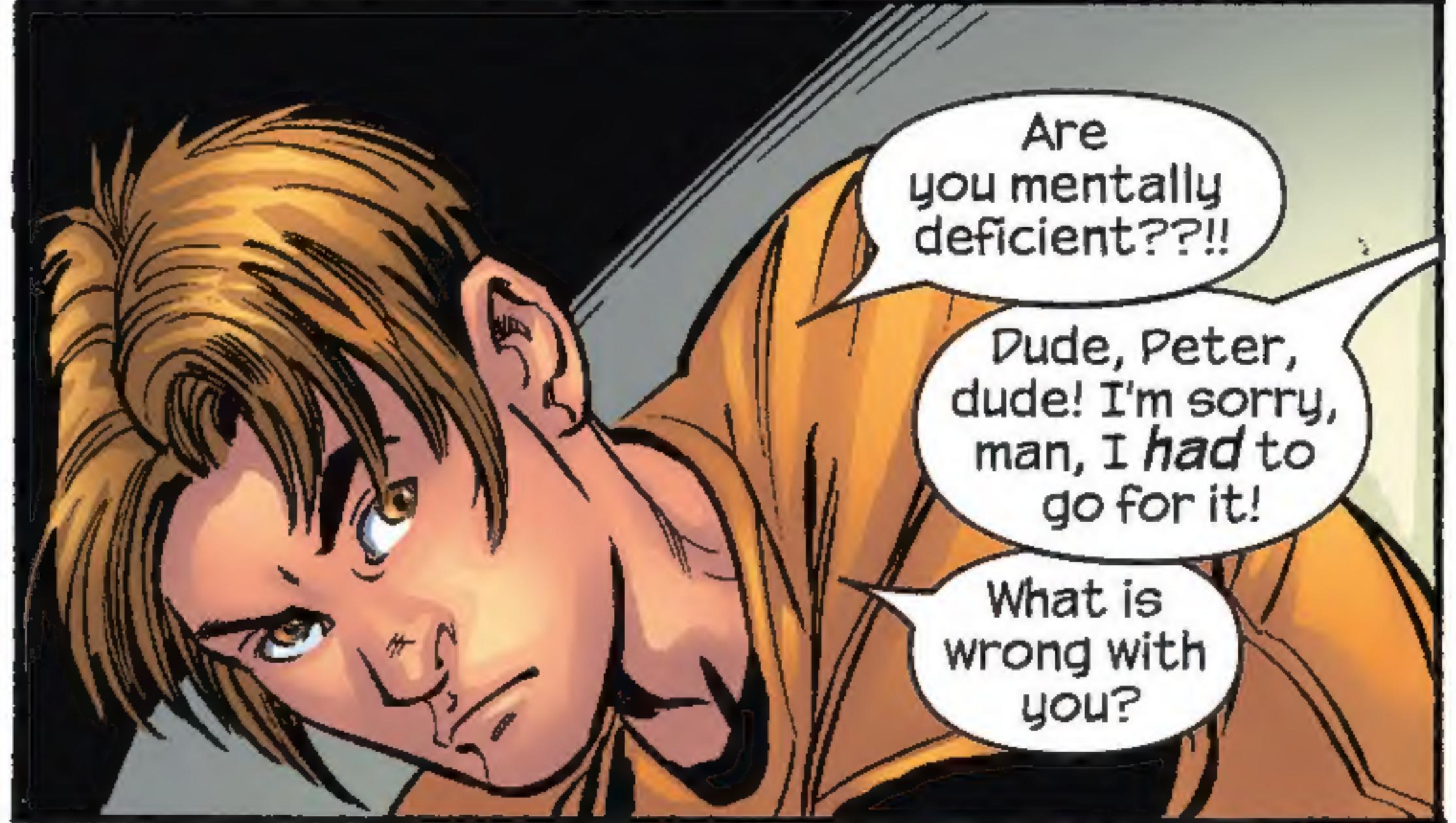
Publisher  
**Dan Buckley**

**The Baxter Building, right in  
the heart of Manhattan**

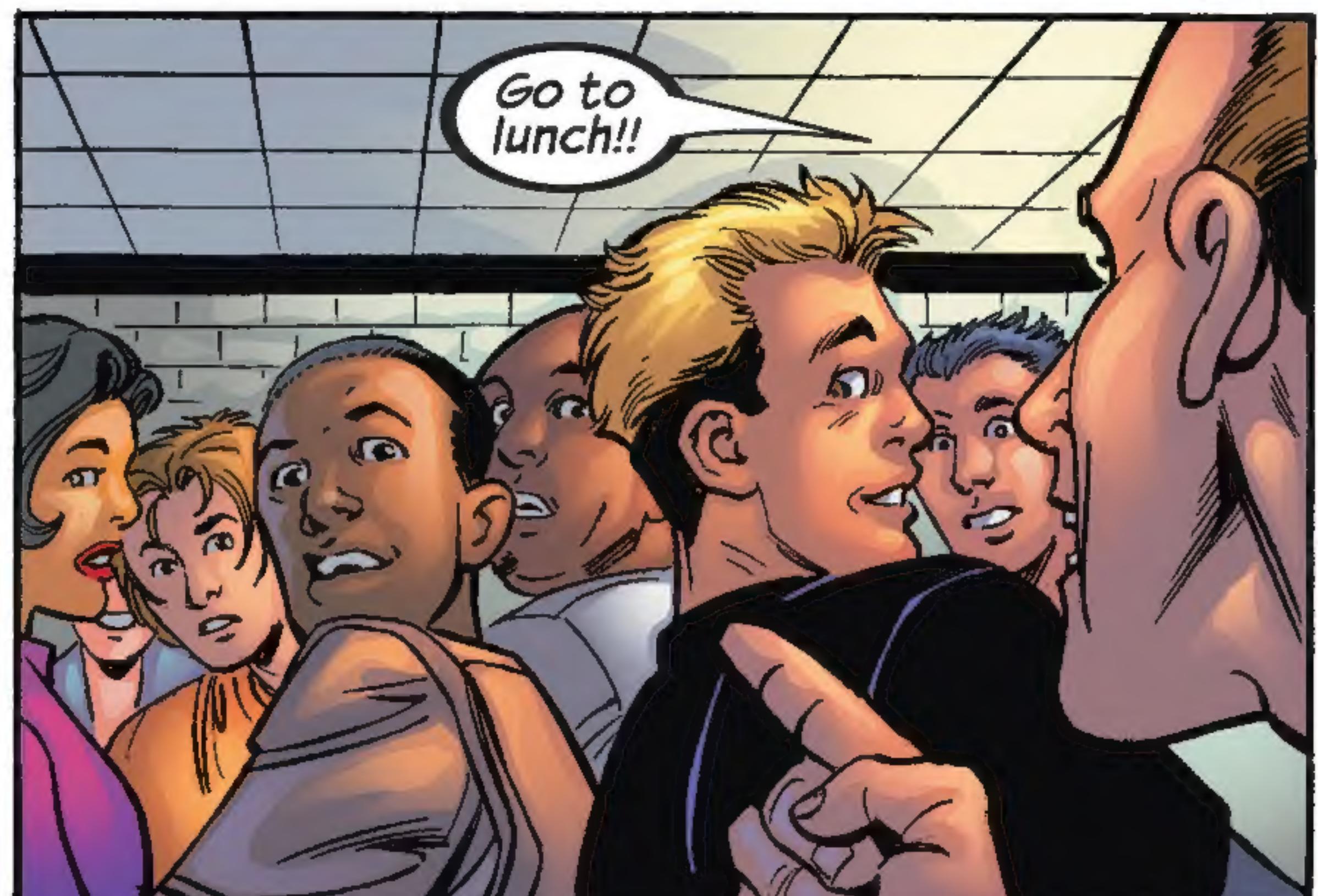
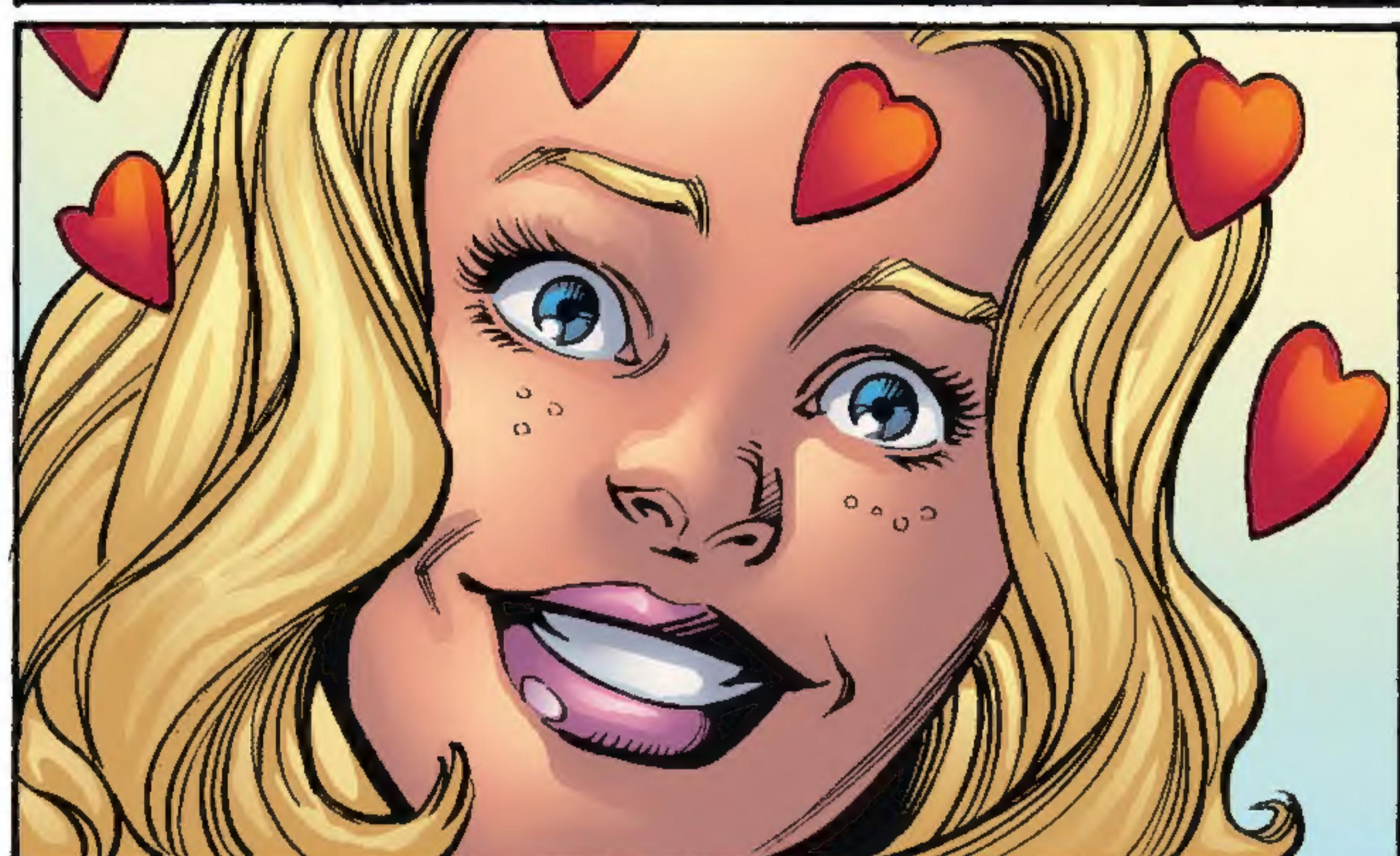
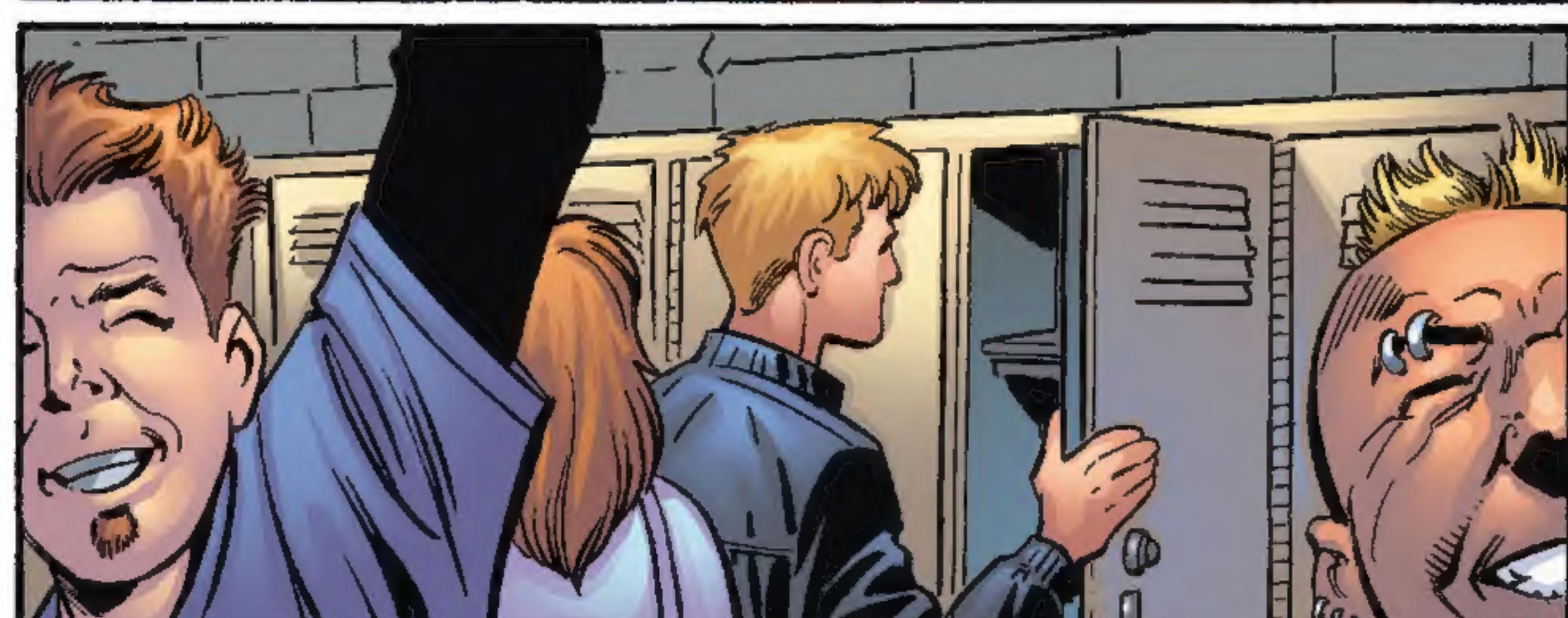
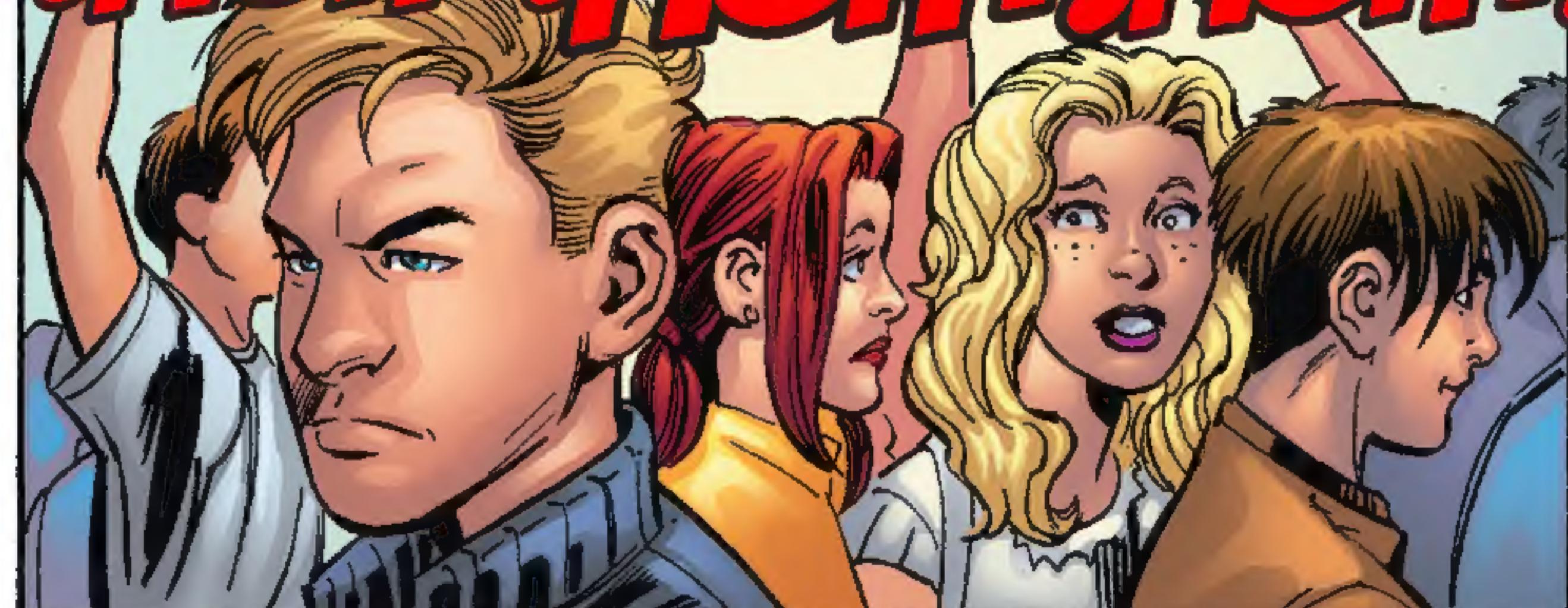








FIGHT! FIGHT! FIGHT! FIGHT! FIGHT! FIGHT!



I was just screwing around, man.

Go away.

You don't like it when Flash picks on you, Kong, why do you pick on Peter? "Do unto others..."

He likes it!

Go away!

This is why no one will go out with either of you.

I get plenty.

Peter gets more than you.

No girl thinks this show of yours is funny!

No girl thinks it's cute.

Yeah!

Well, I'm more into quality, Watson.

Yeah?

Zing!!

YOU %^& \$%^\$#er \$%^!!

Whoah whoah whoah!!

Hey!

Jeez!

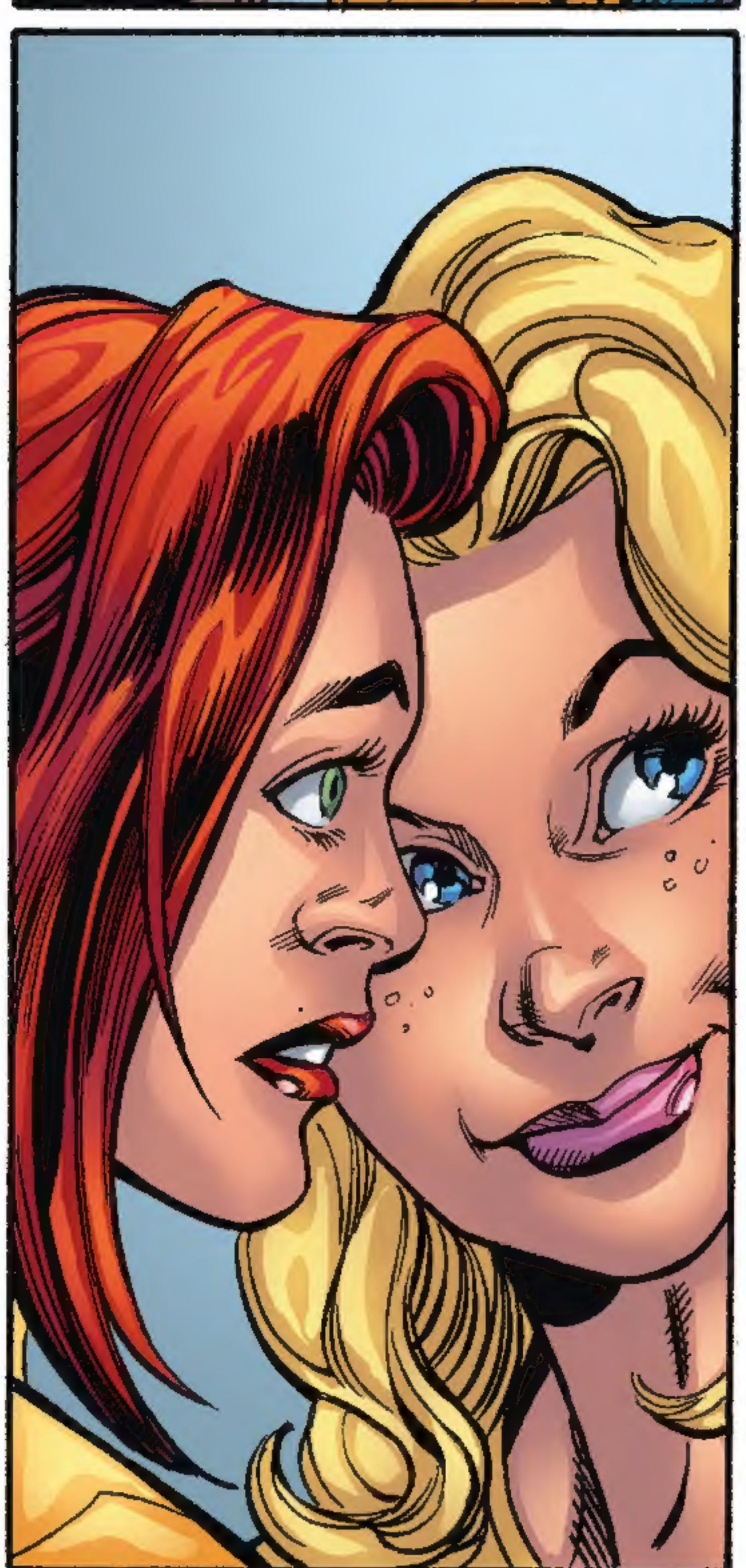
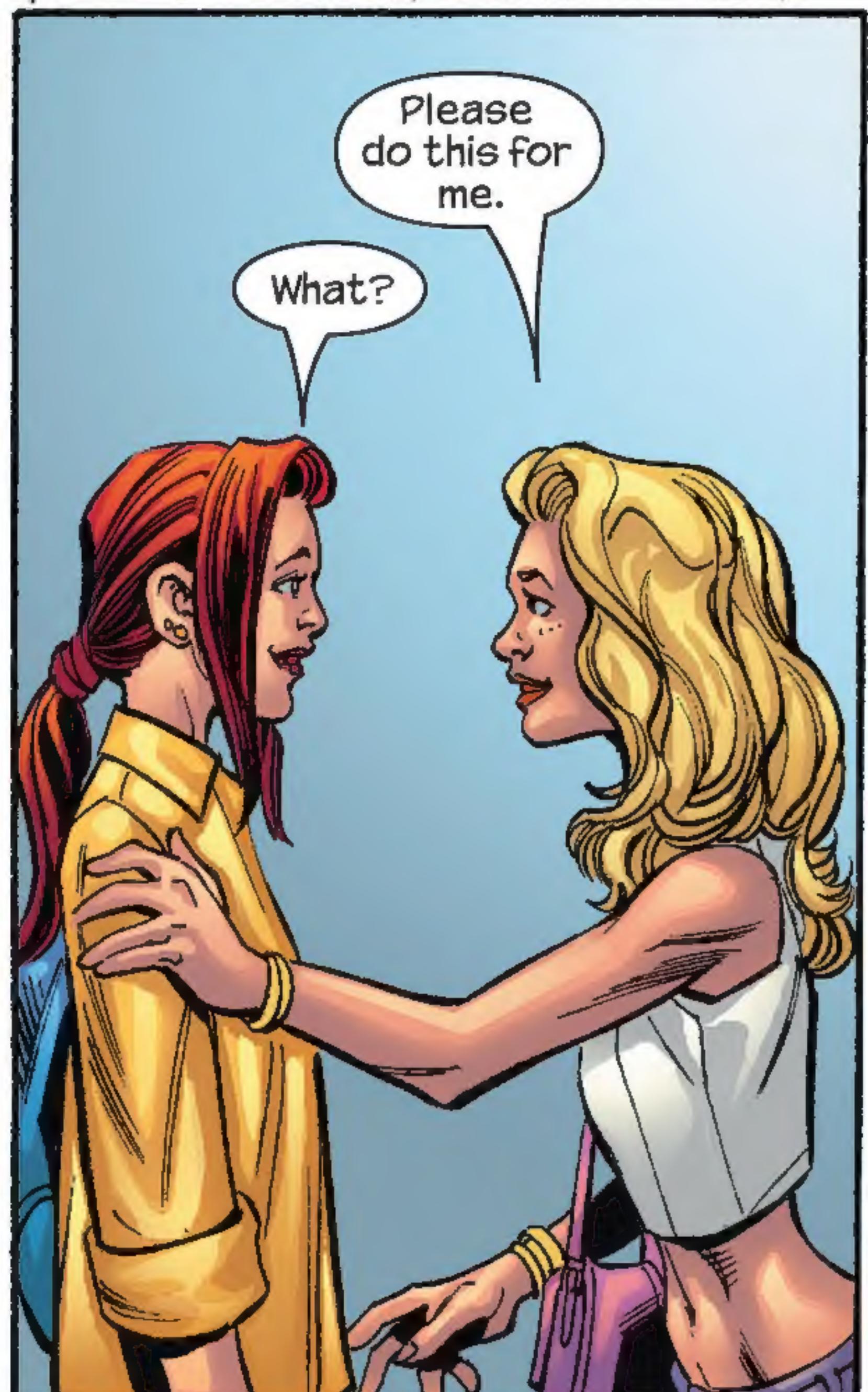
You okay, Peter?

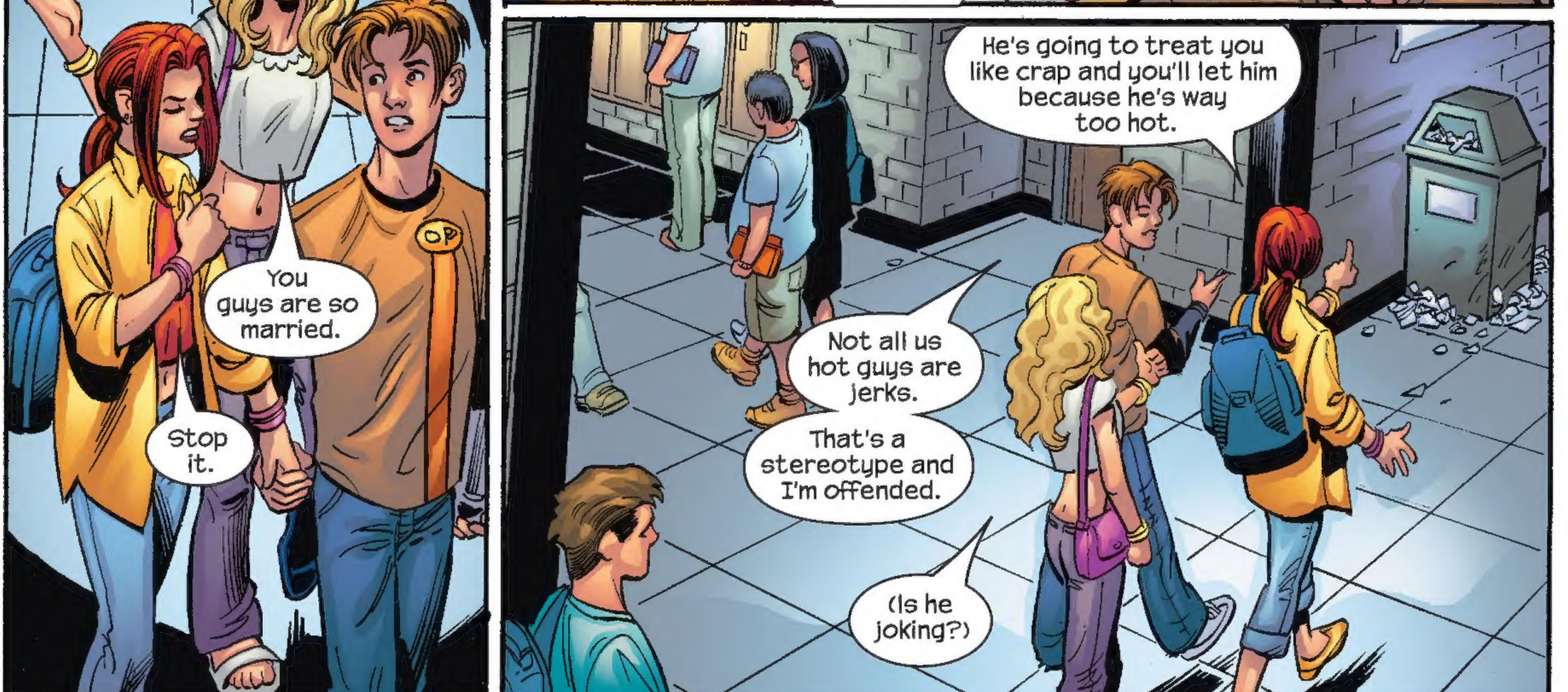
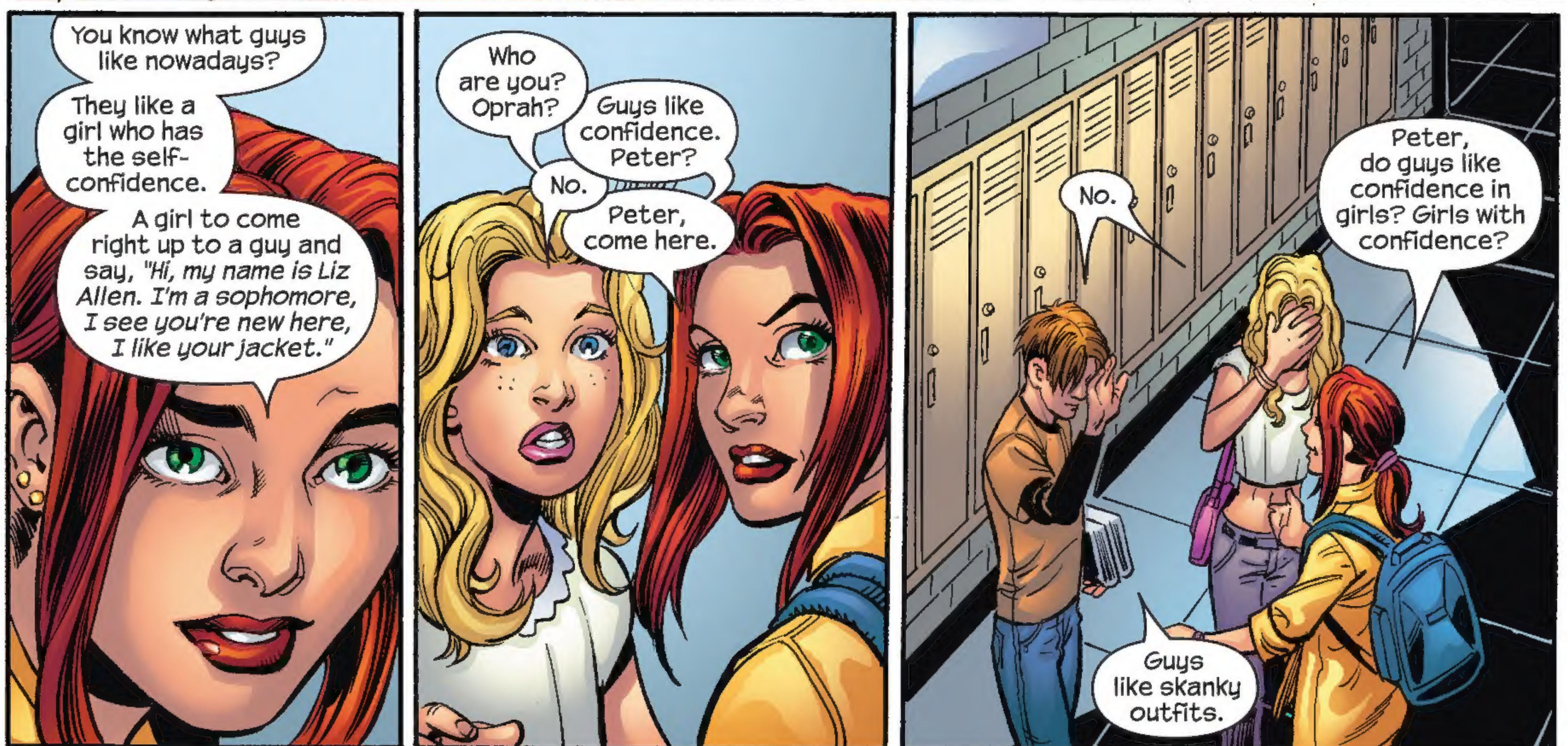
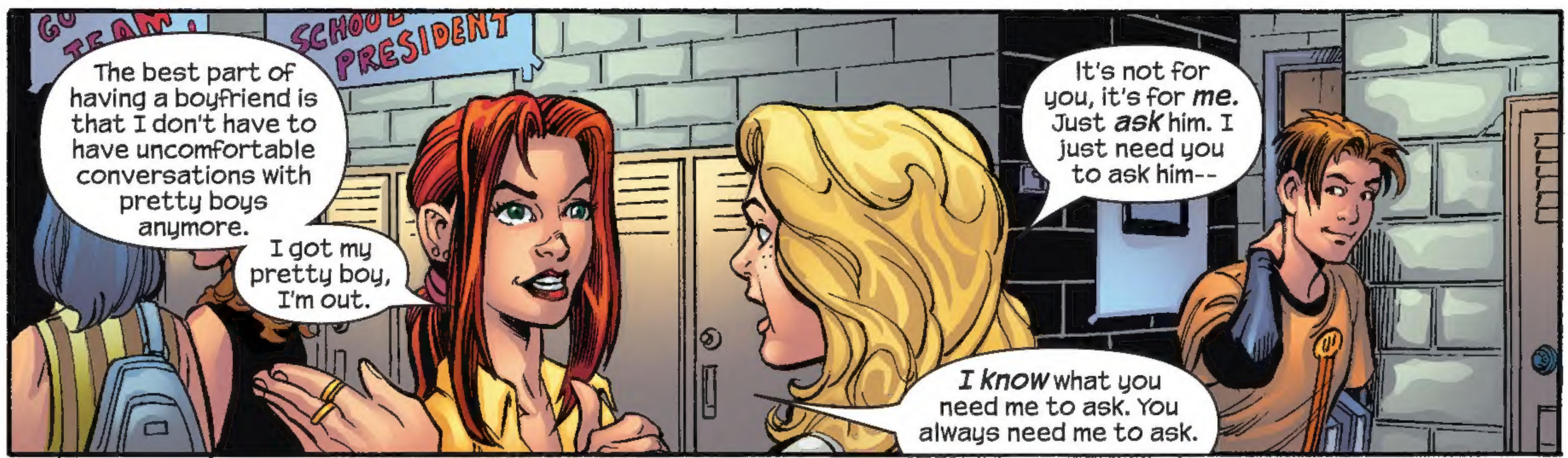
It just really gets to me sometimes. Why do they do that?

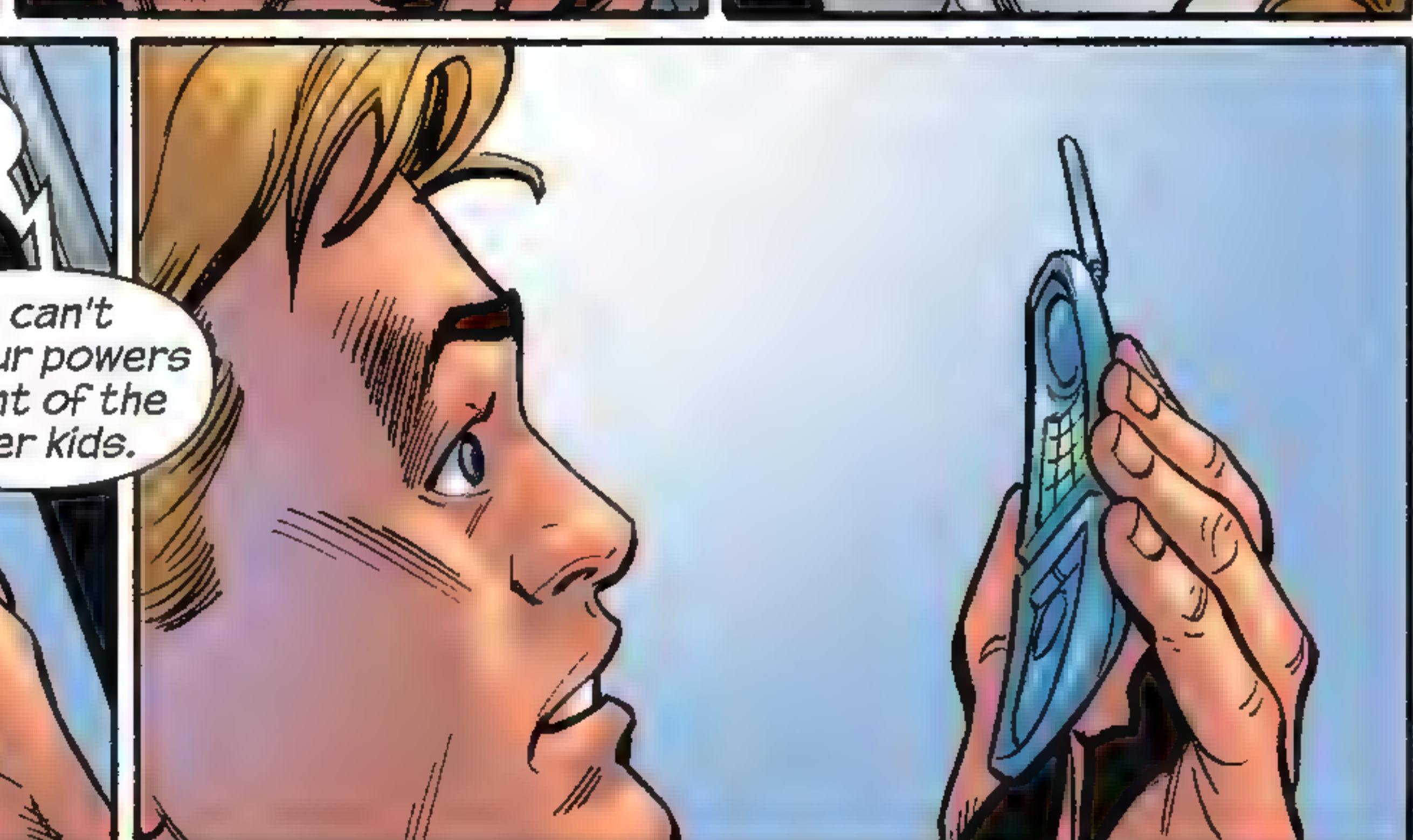
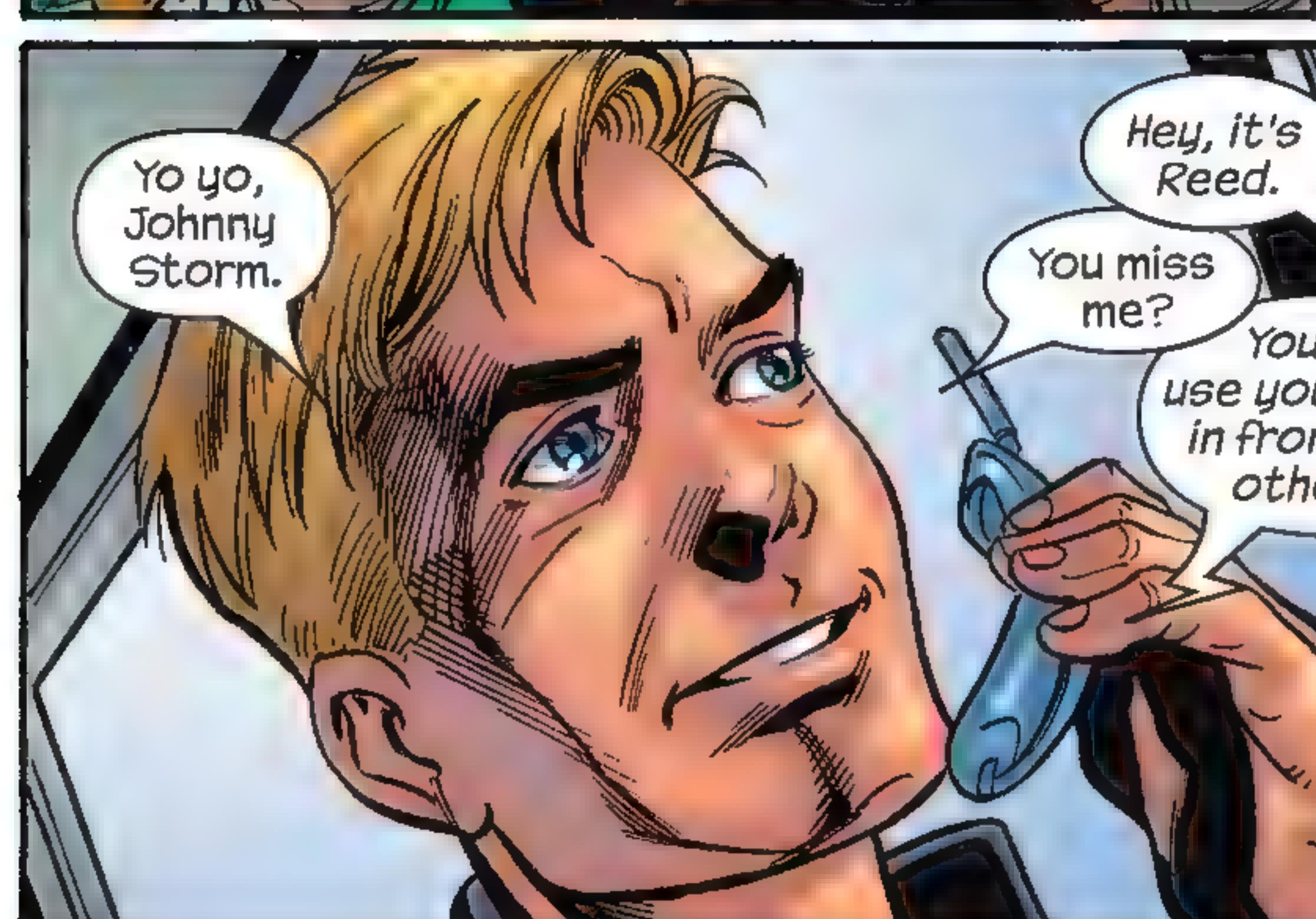
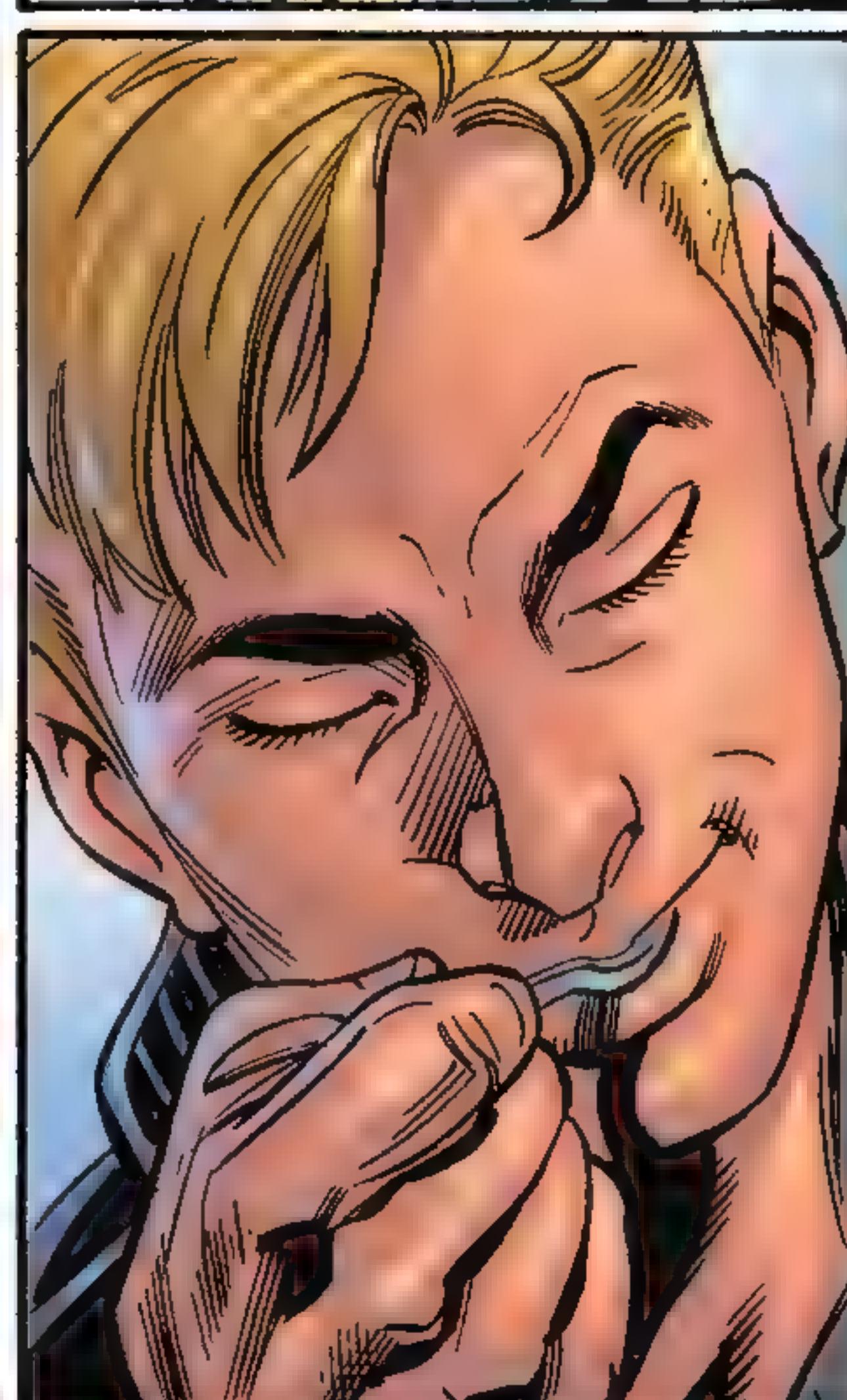
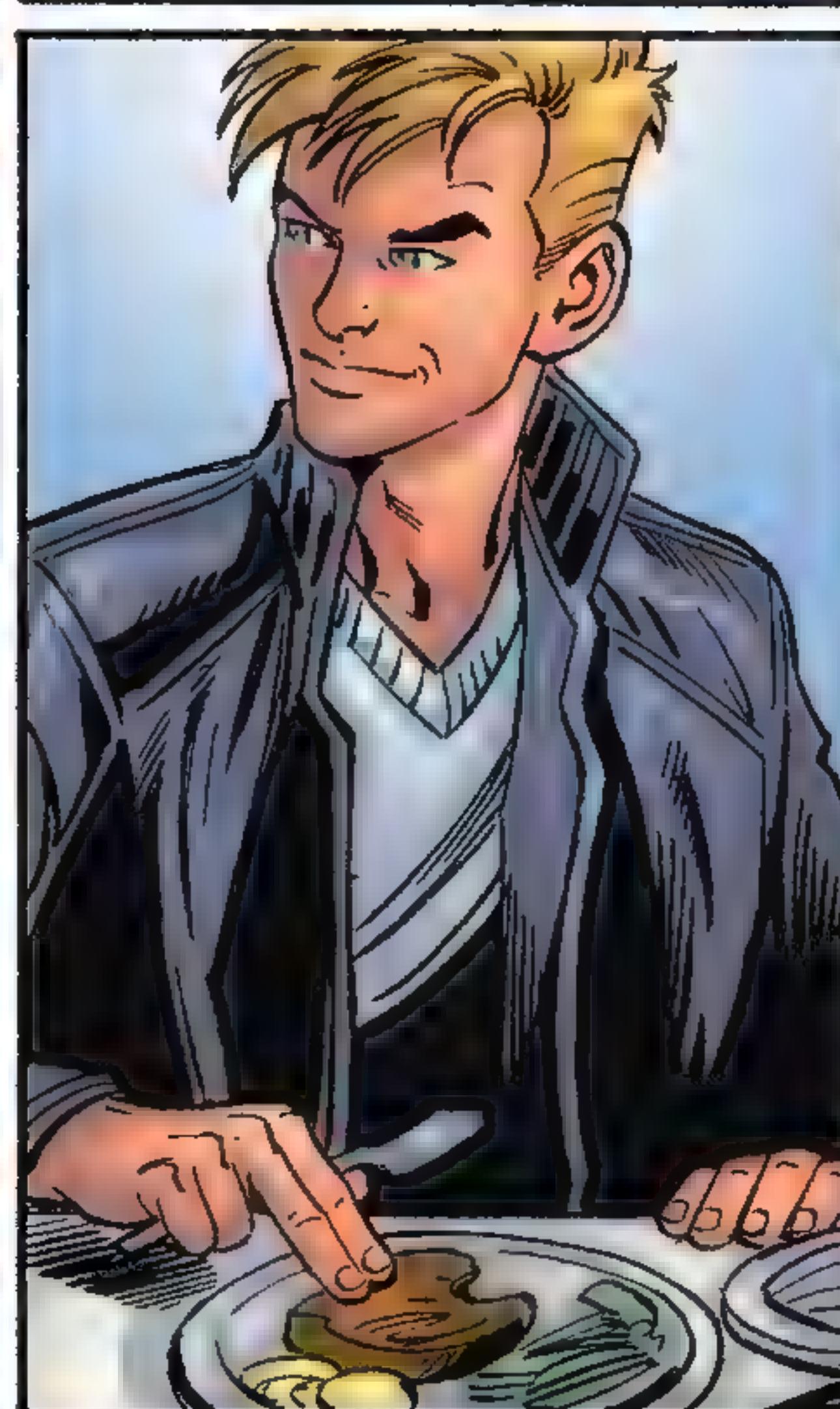
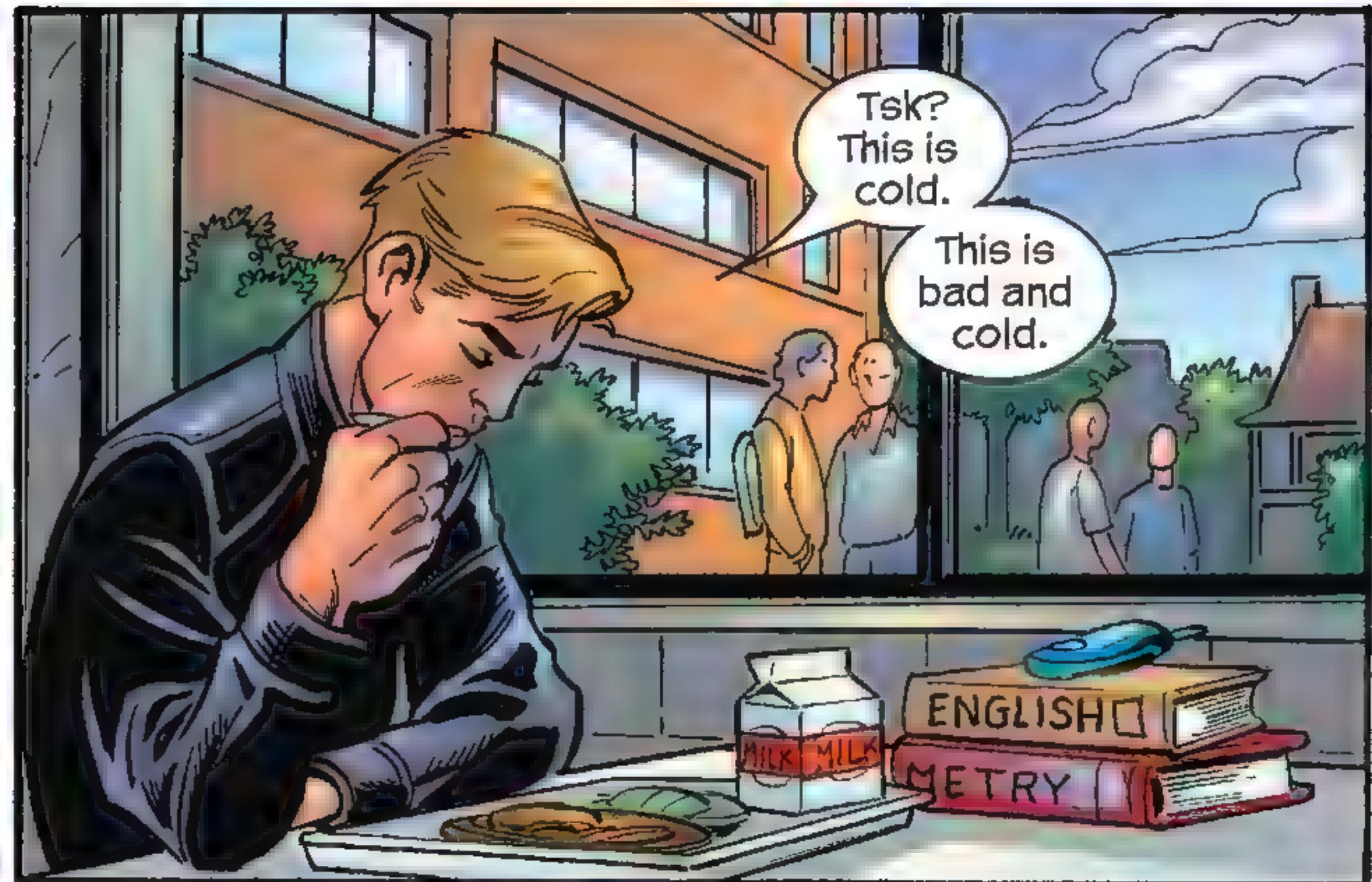
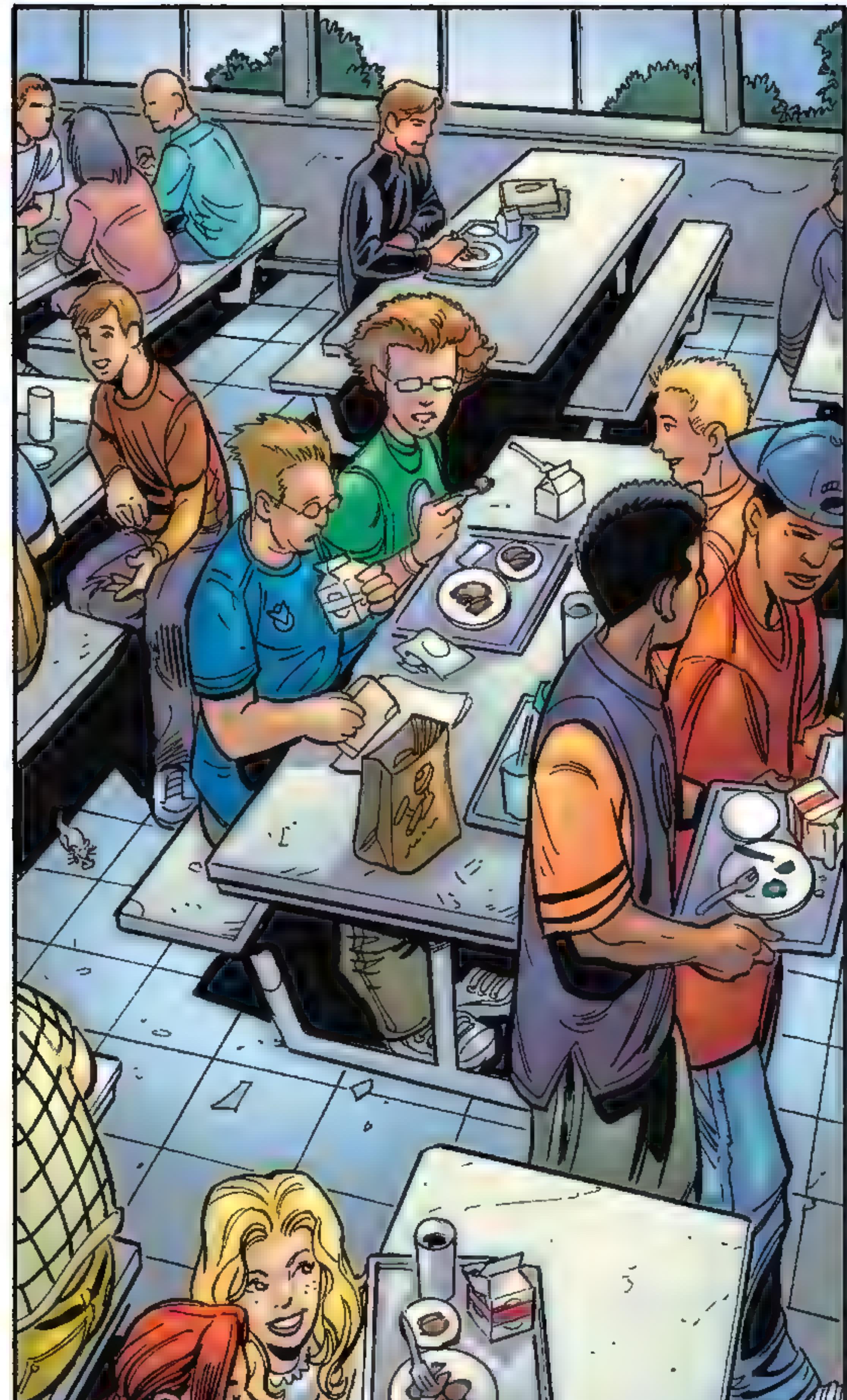
One day he's my friend, the next he's doing stuff like that.

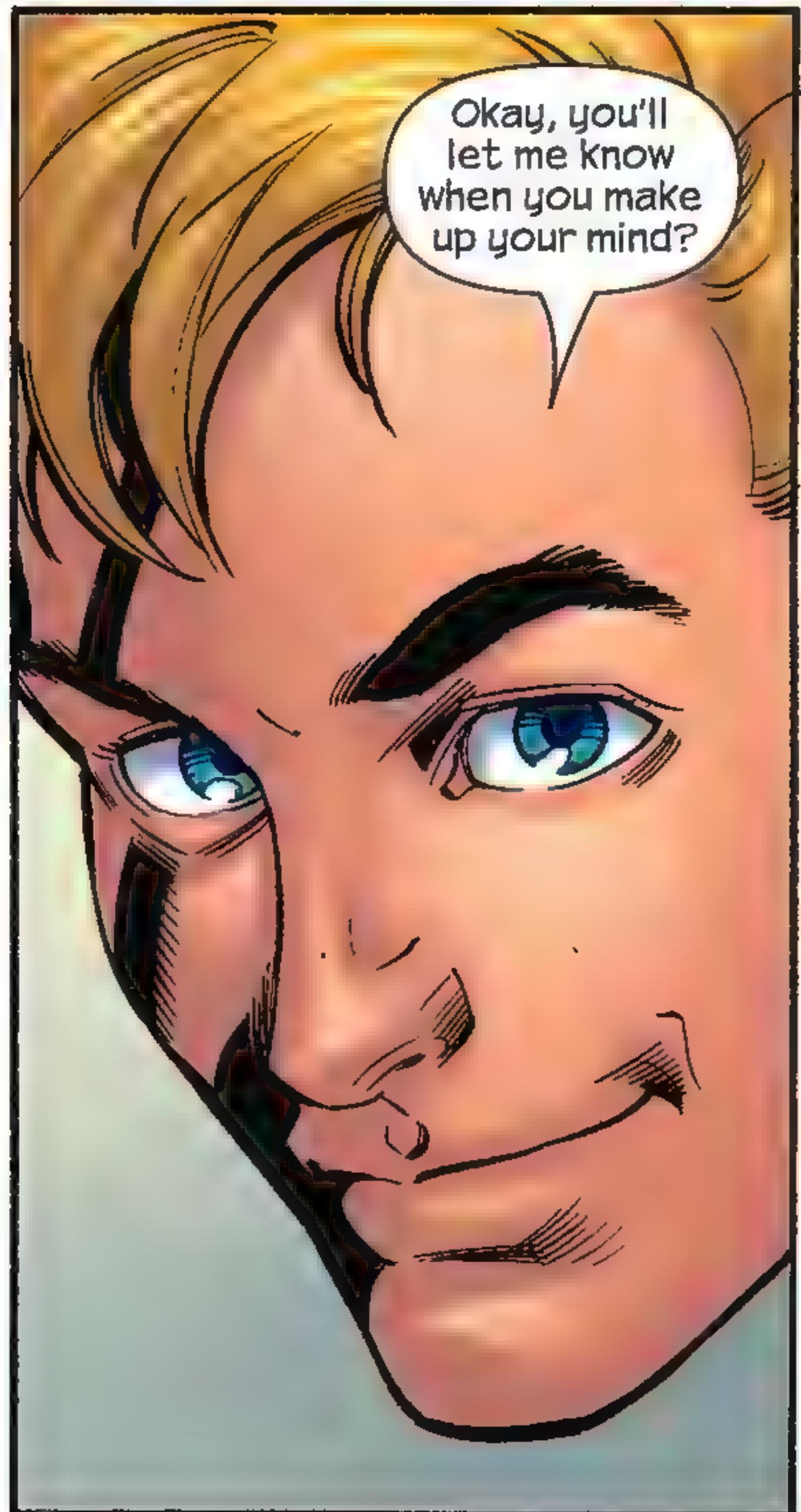
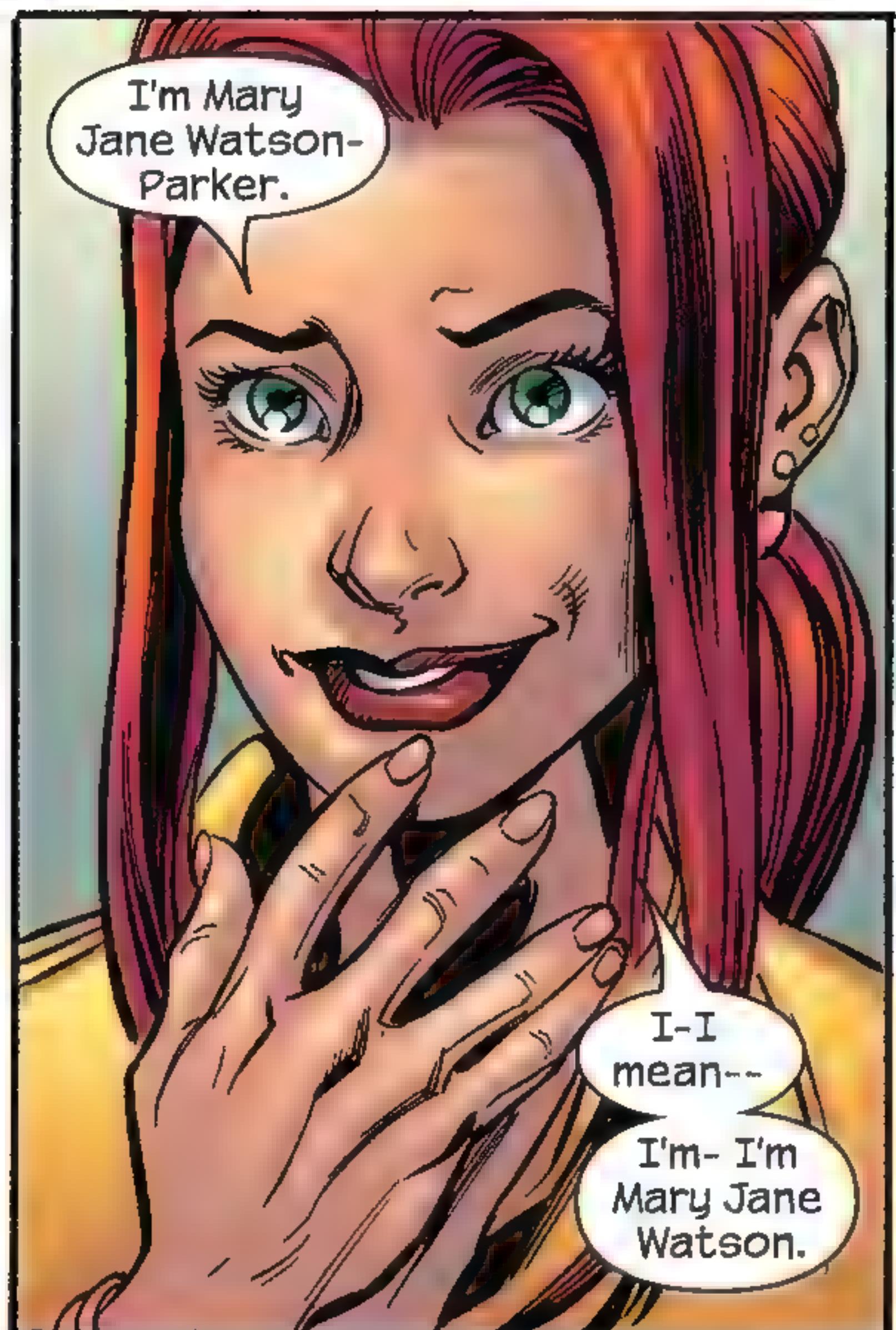
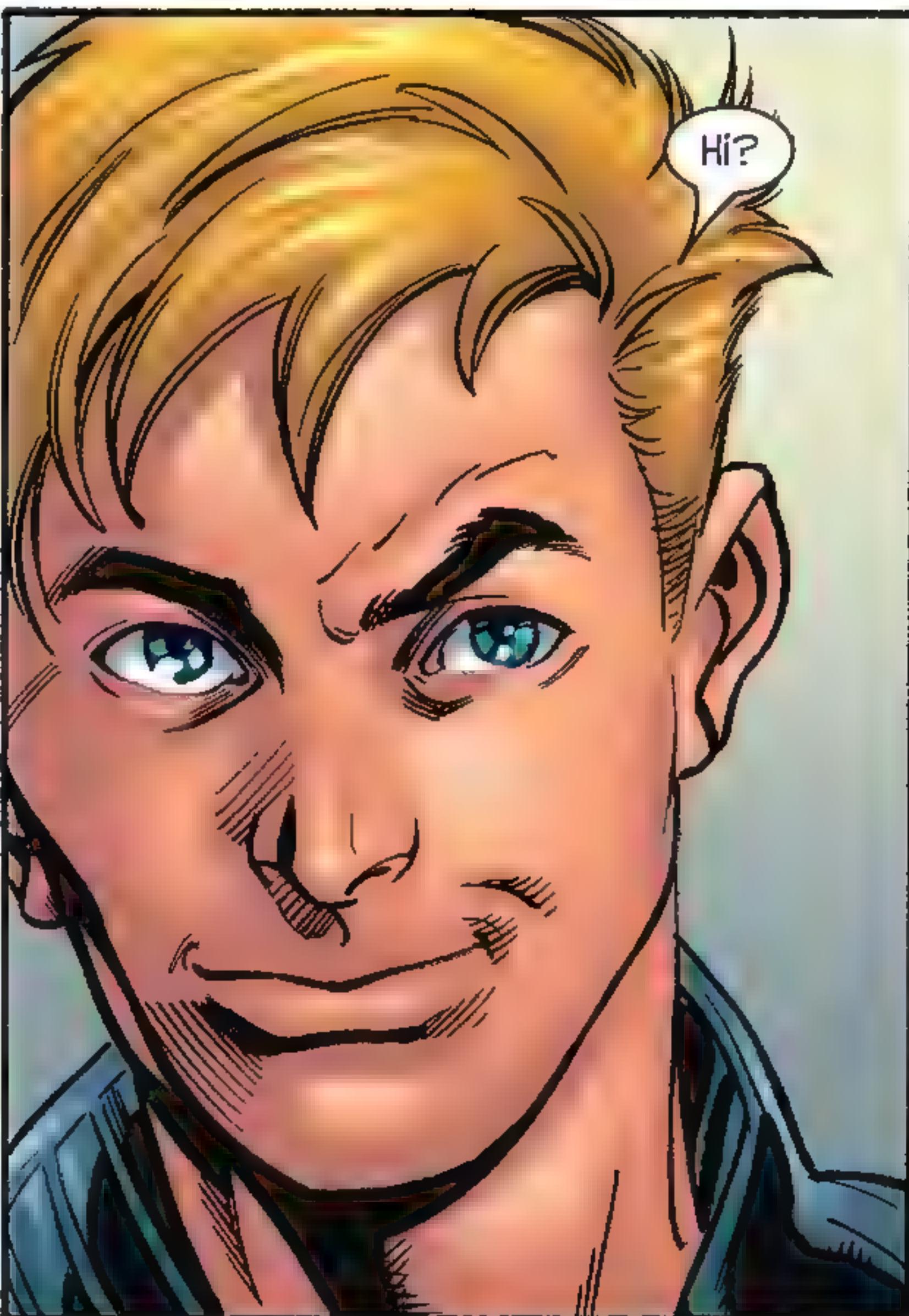
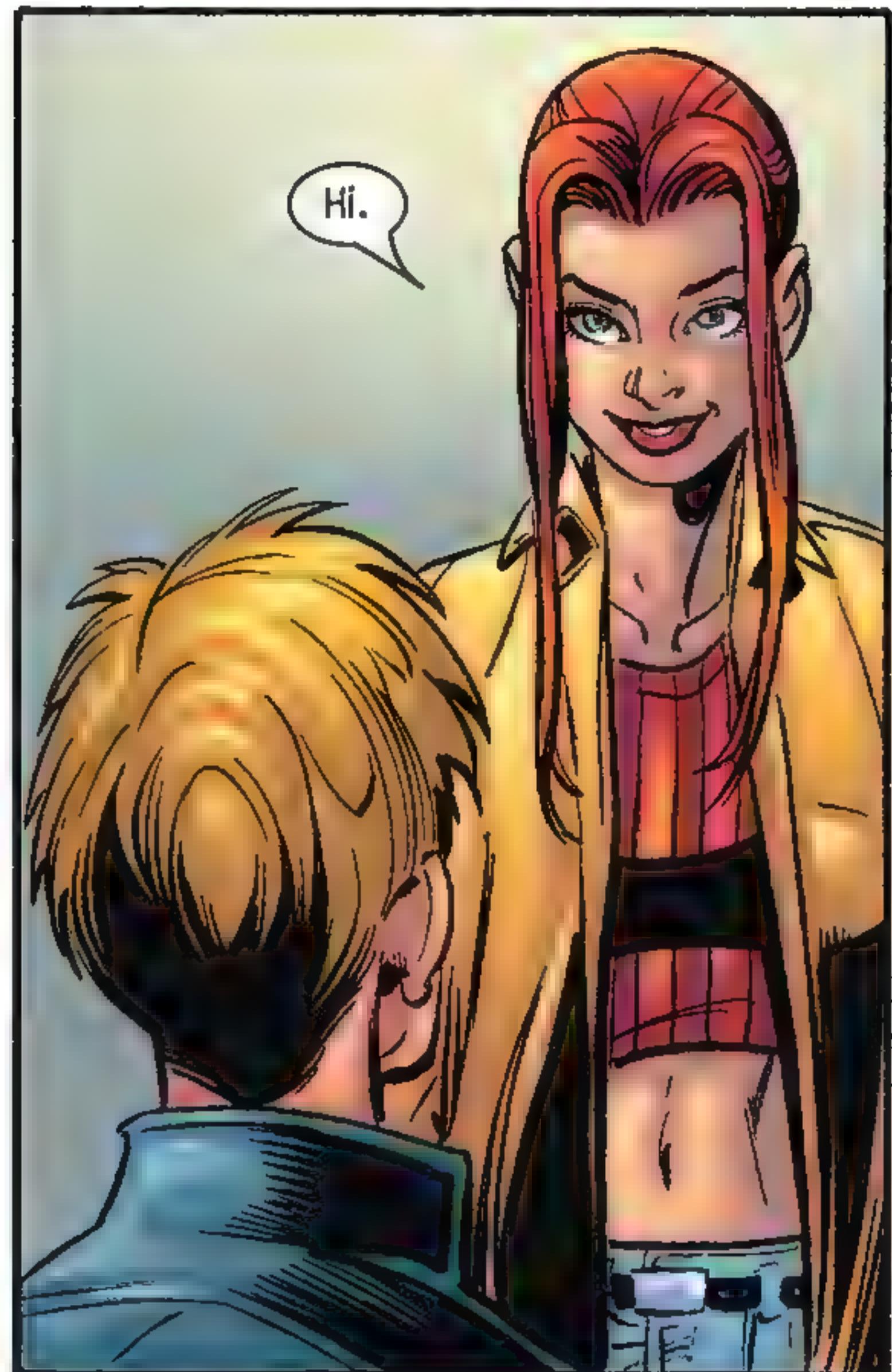
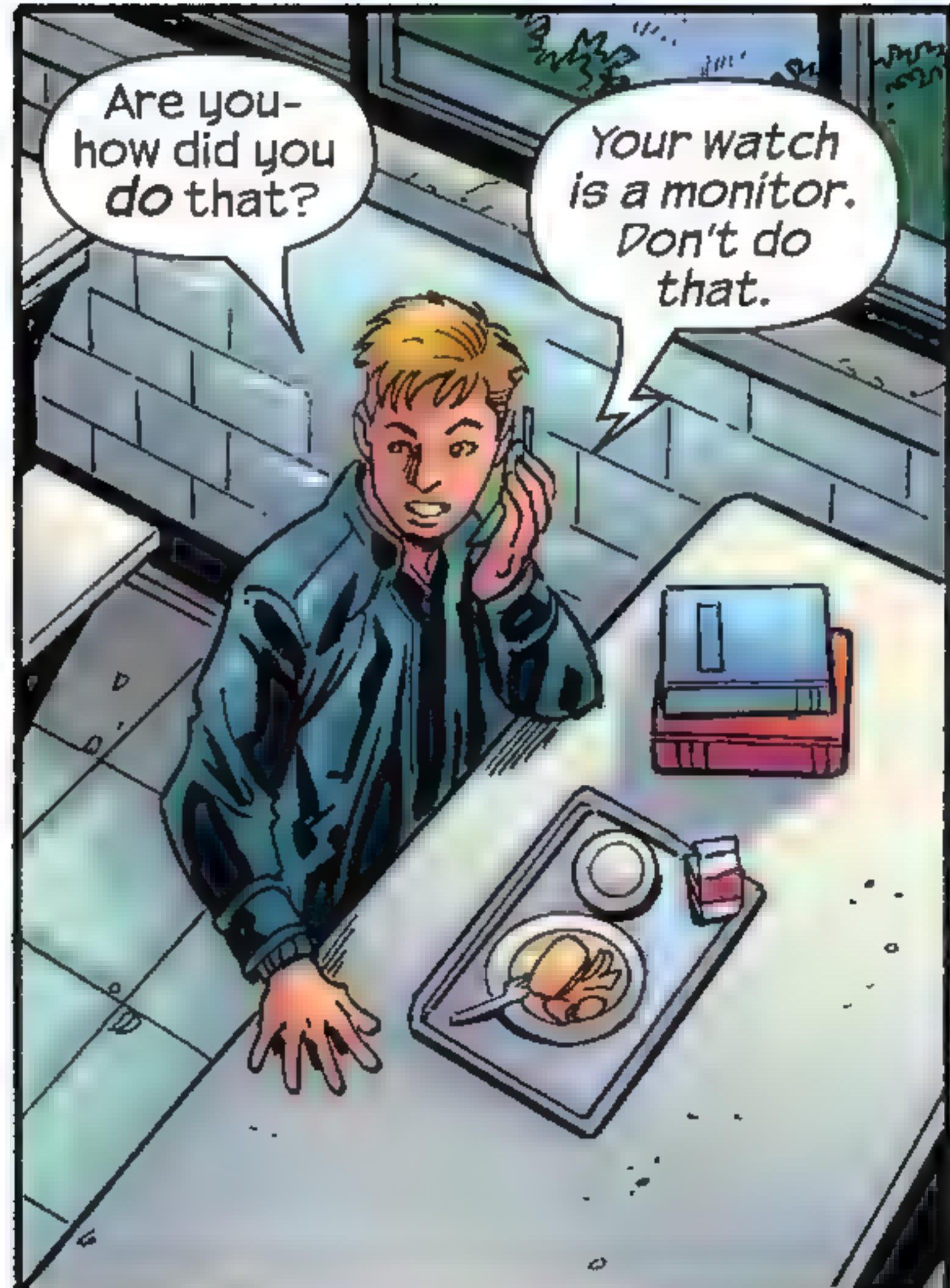
He's a nimrod.

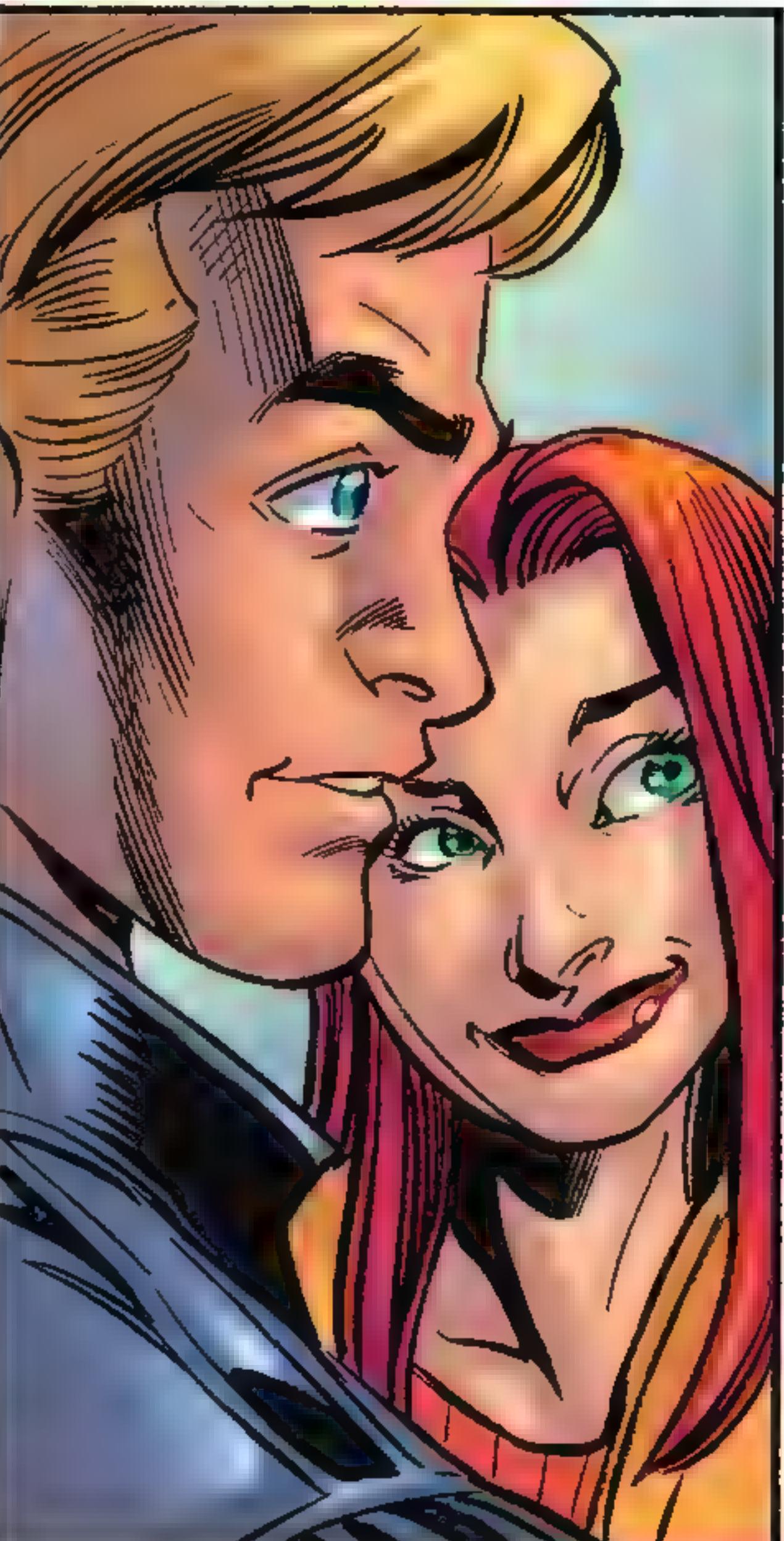
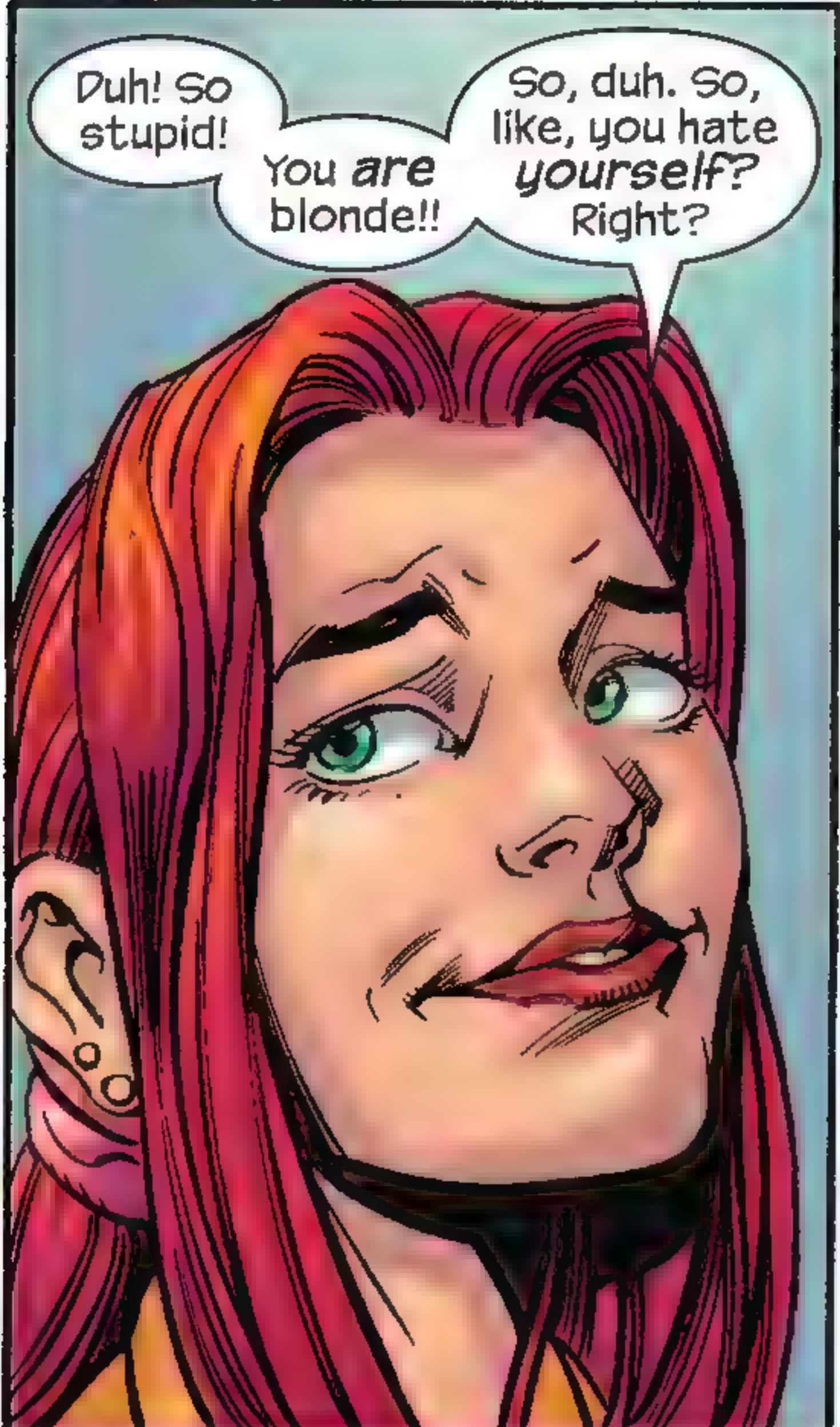
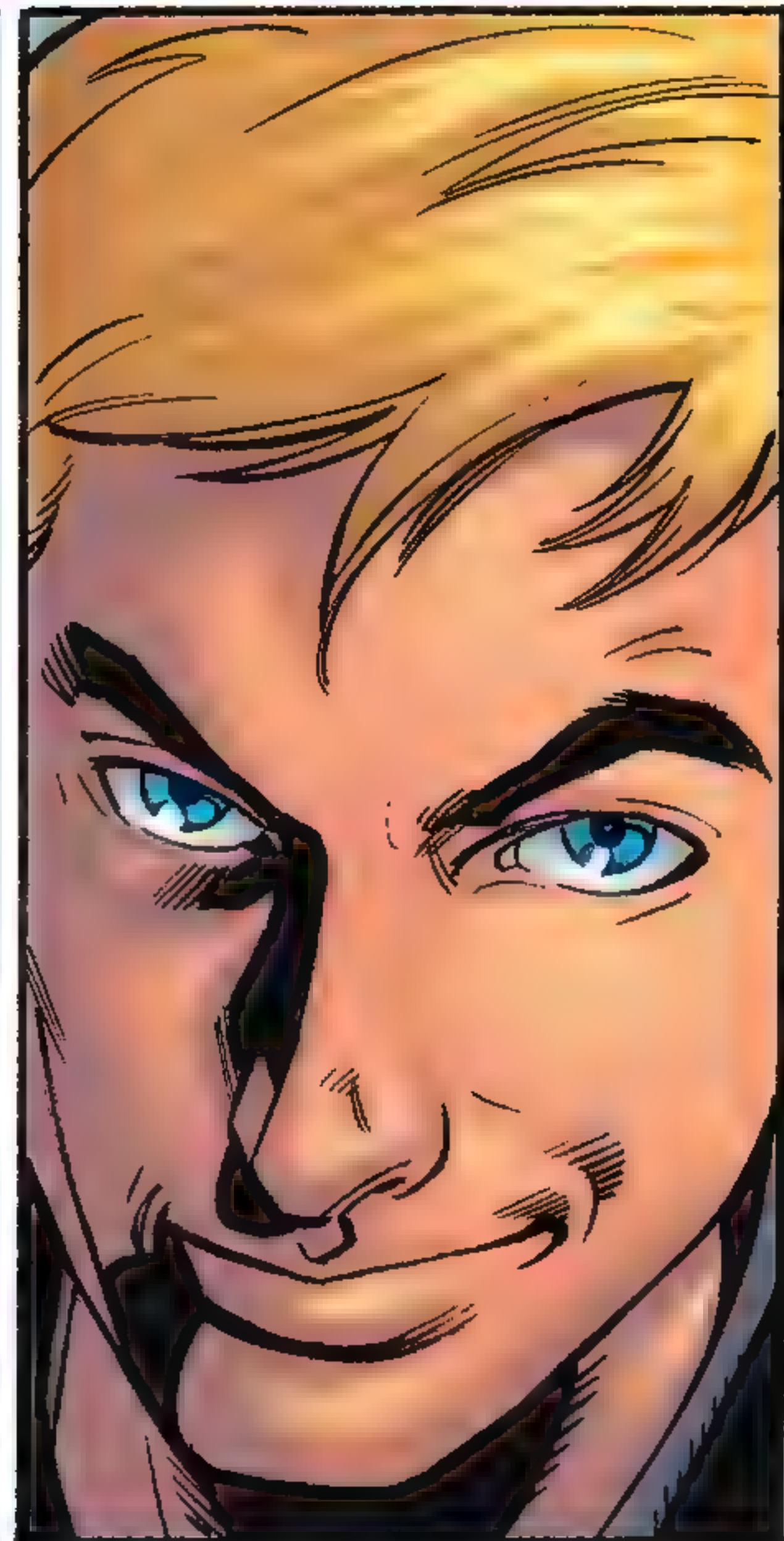
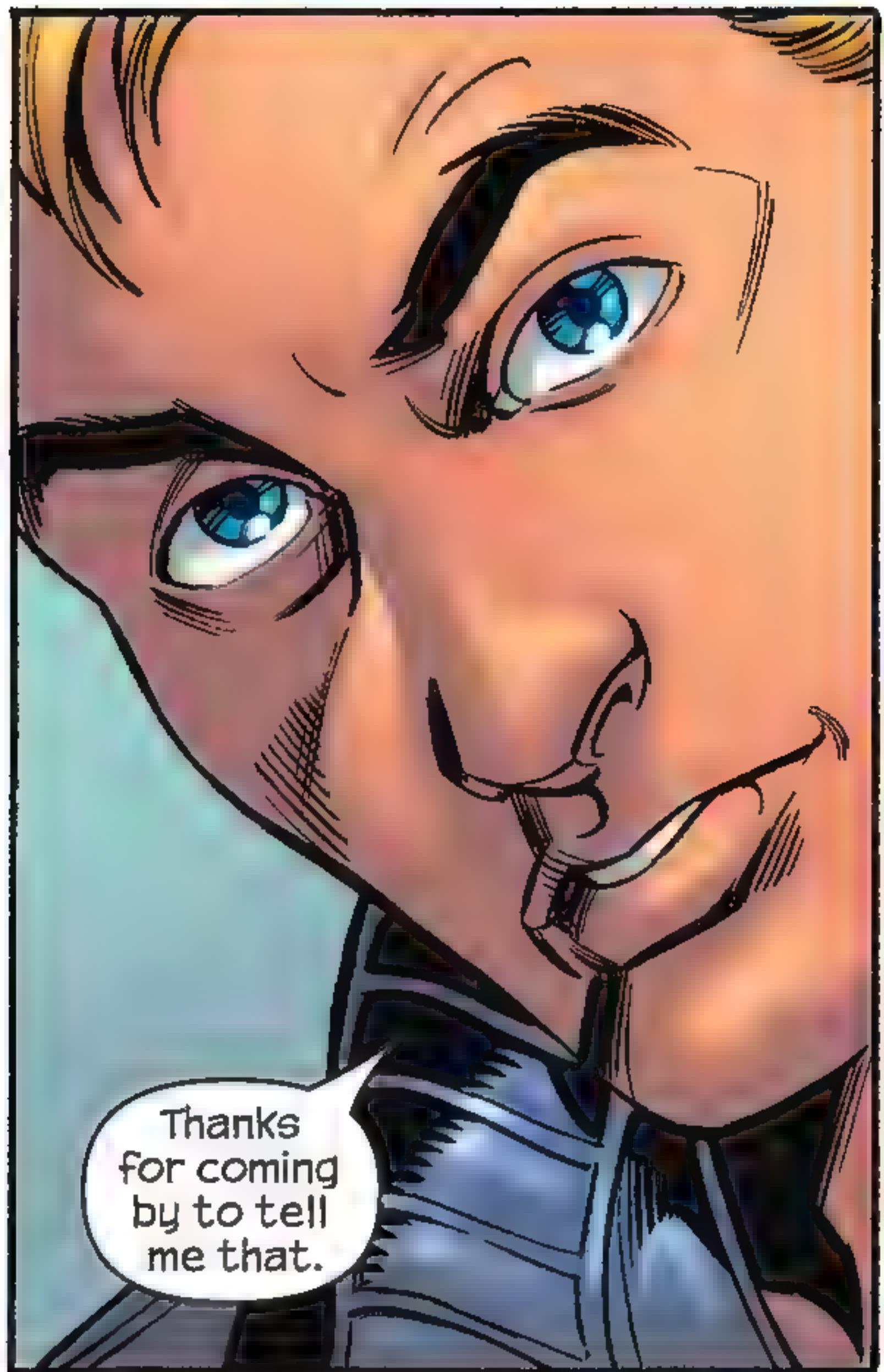
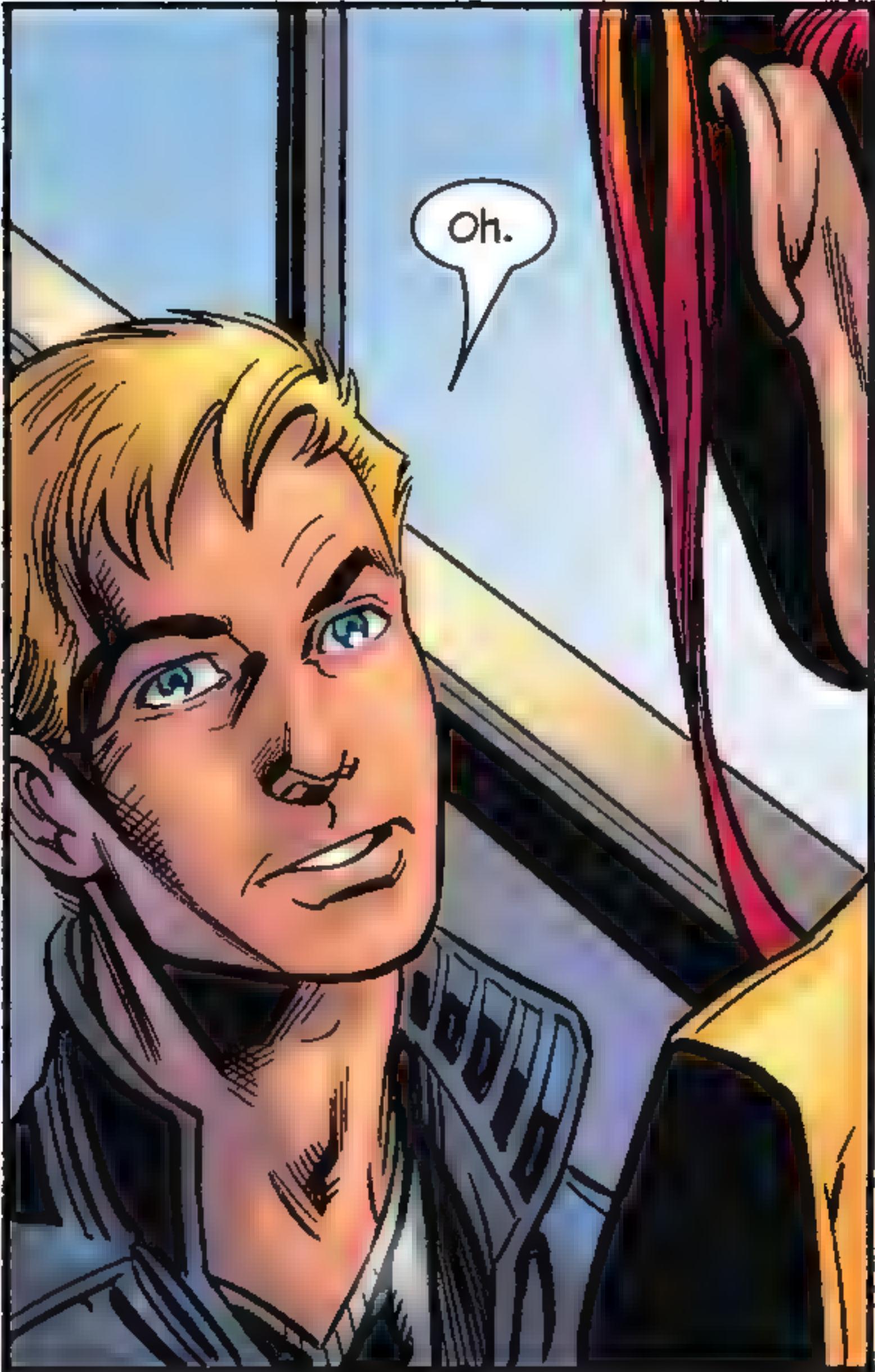
Zing!!

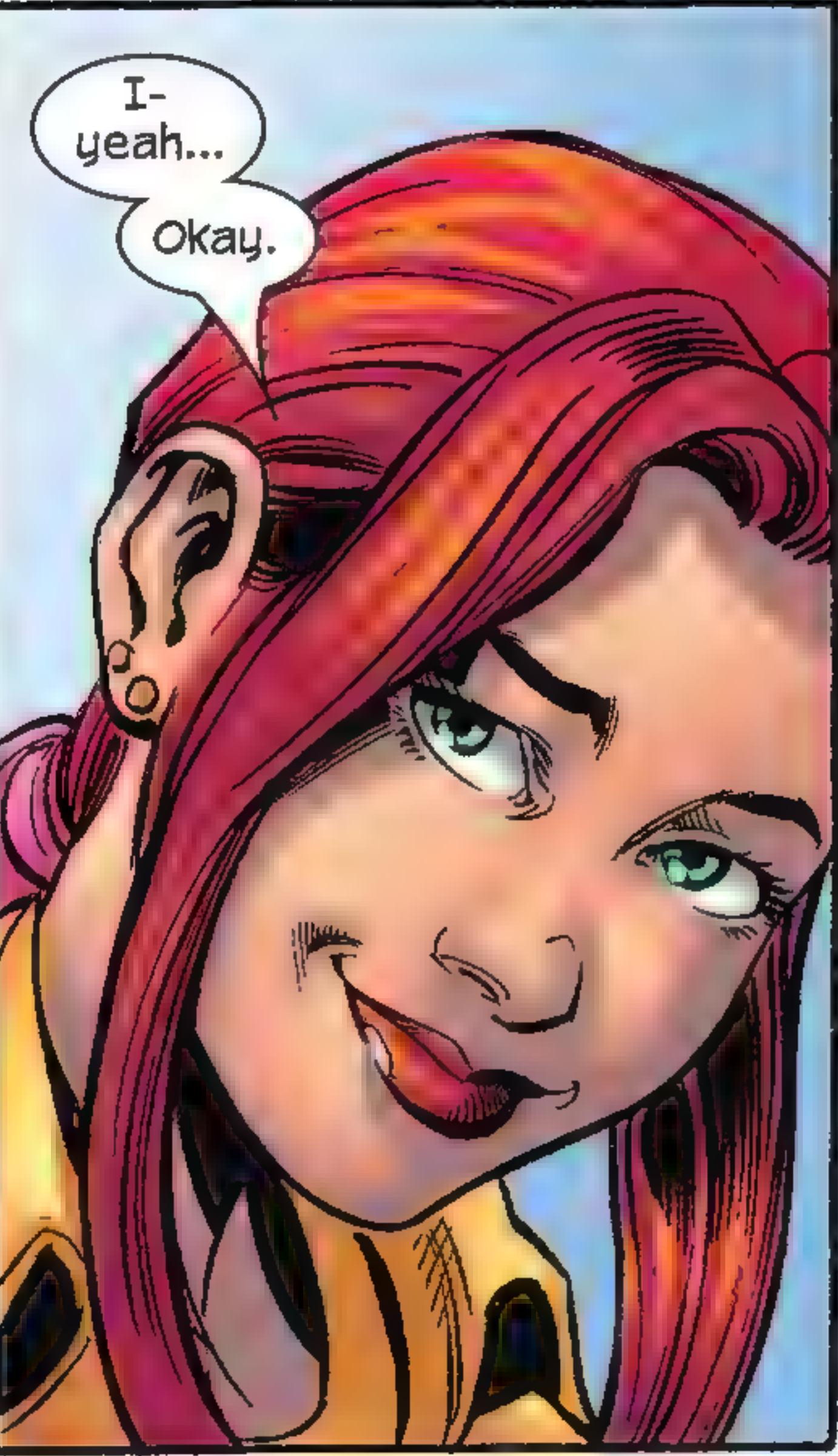
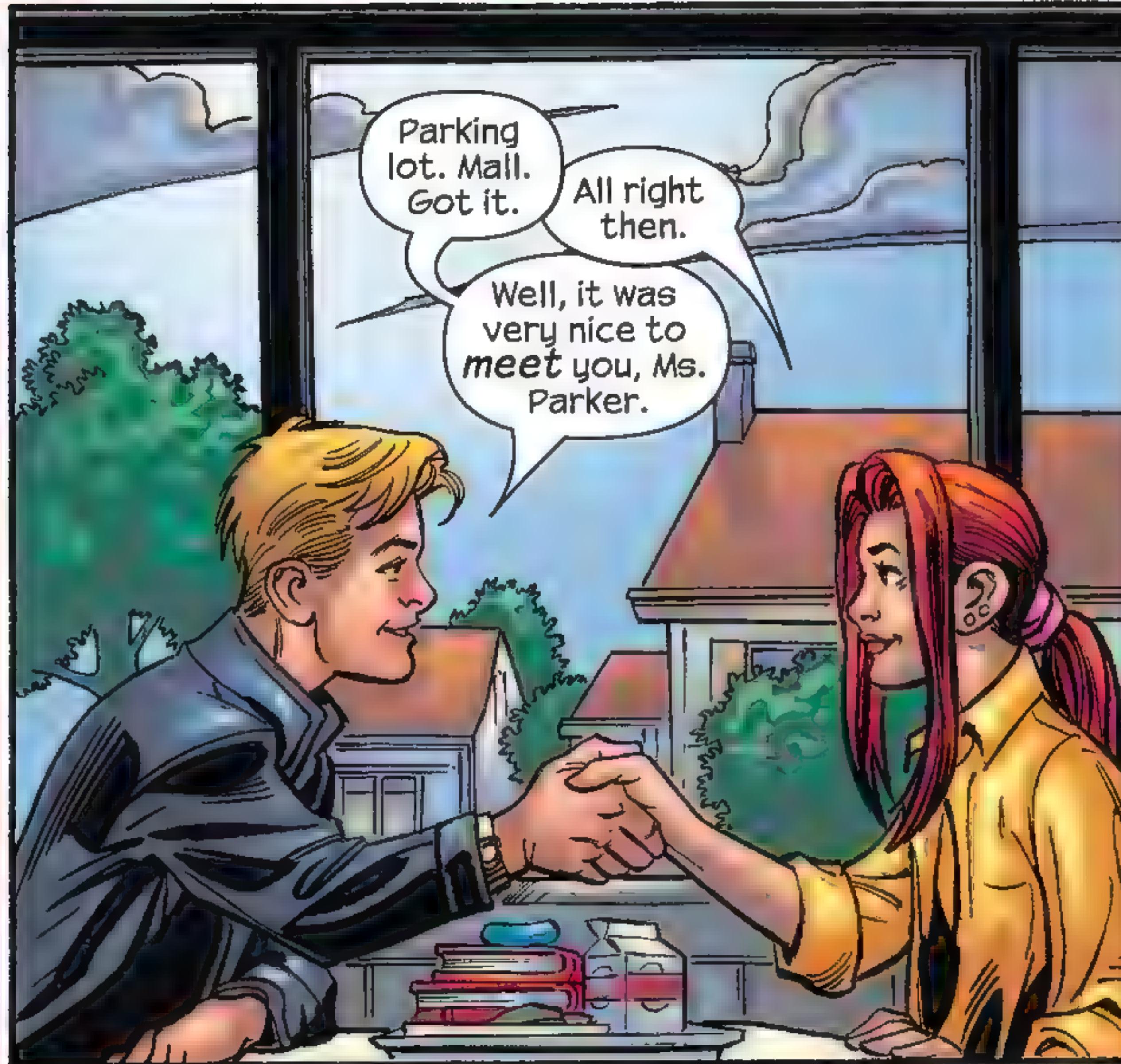
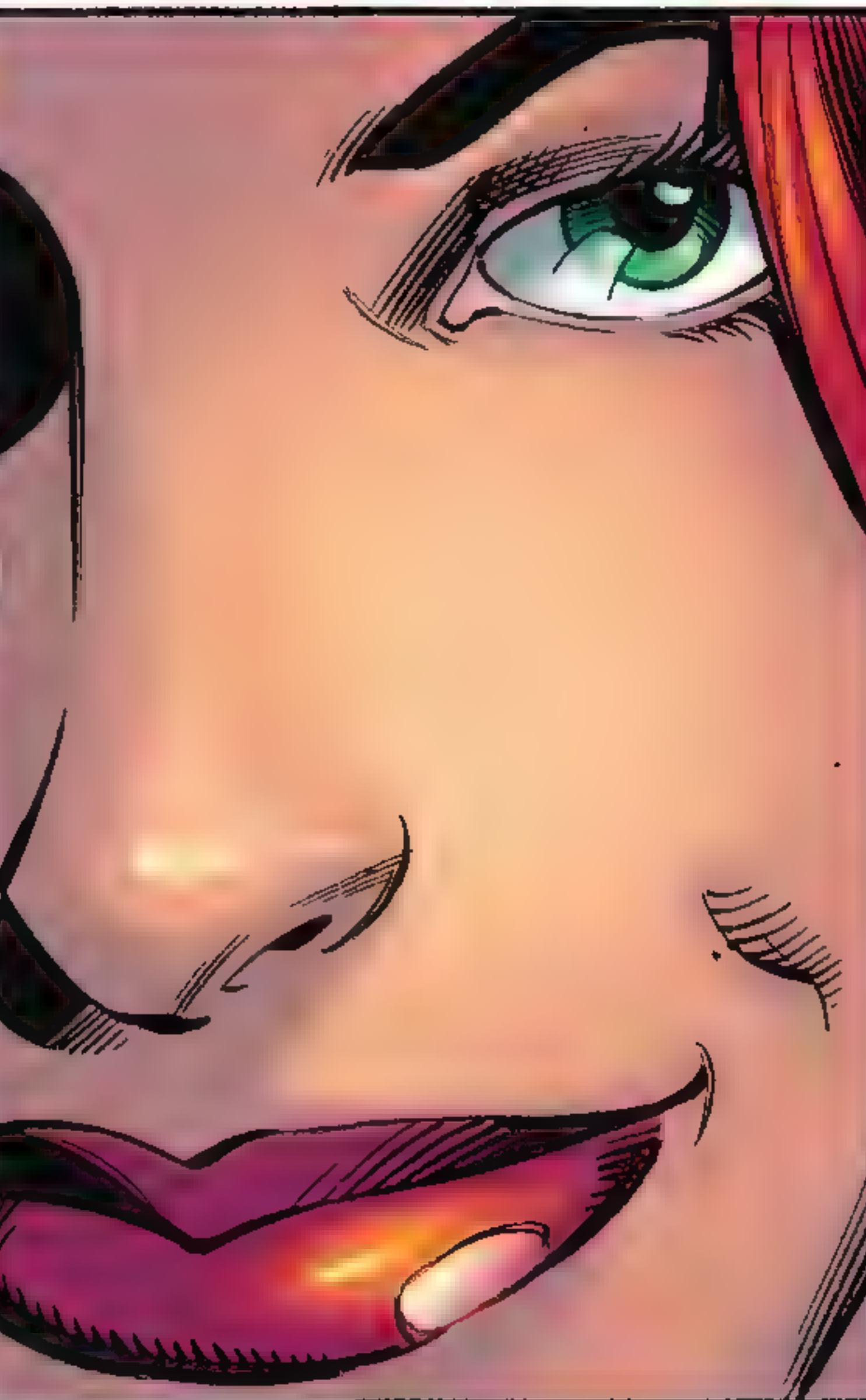
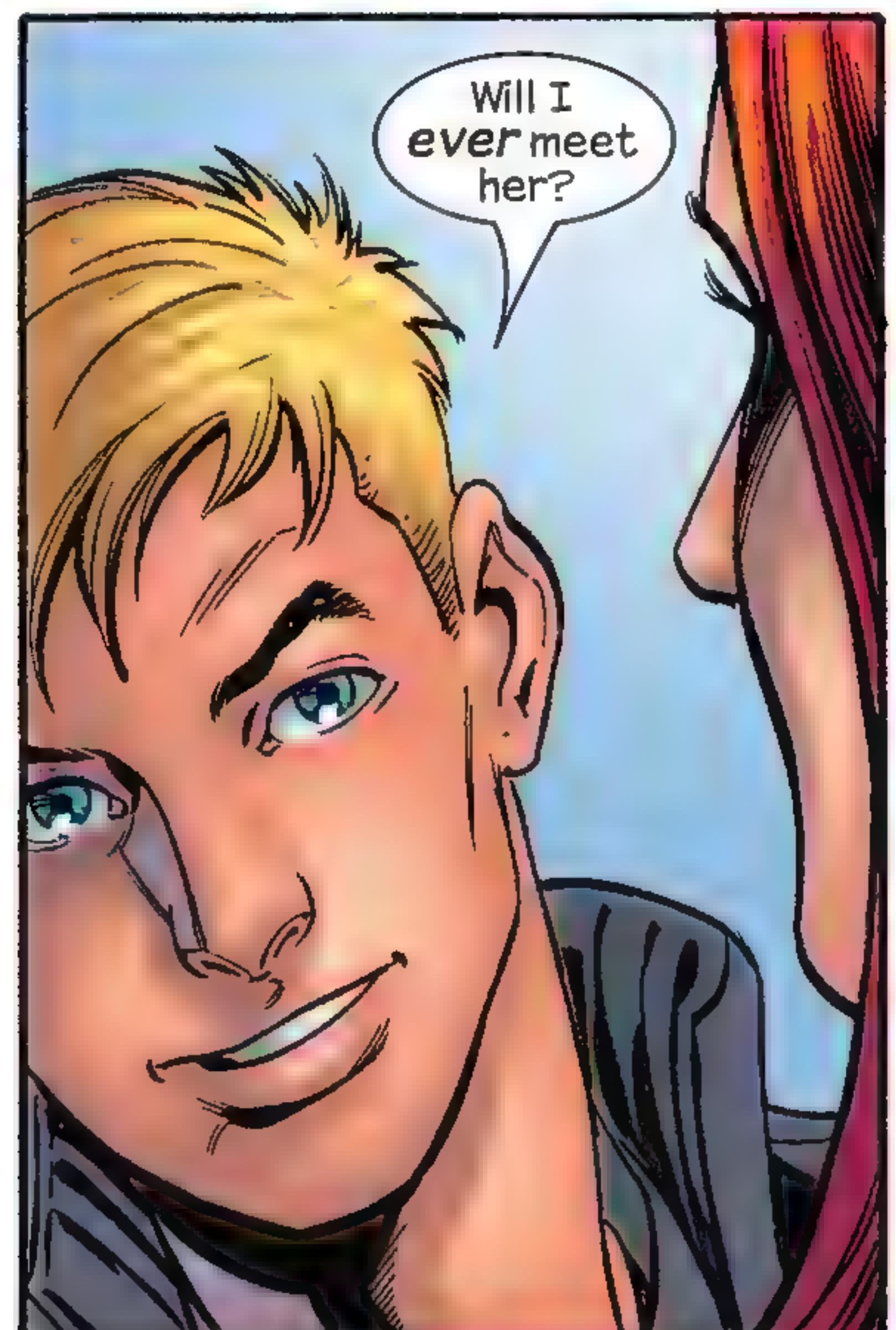
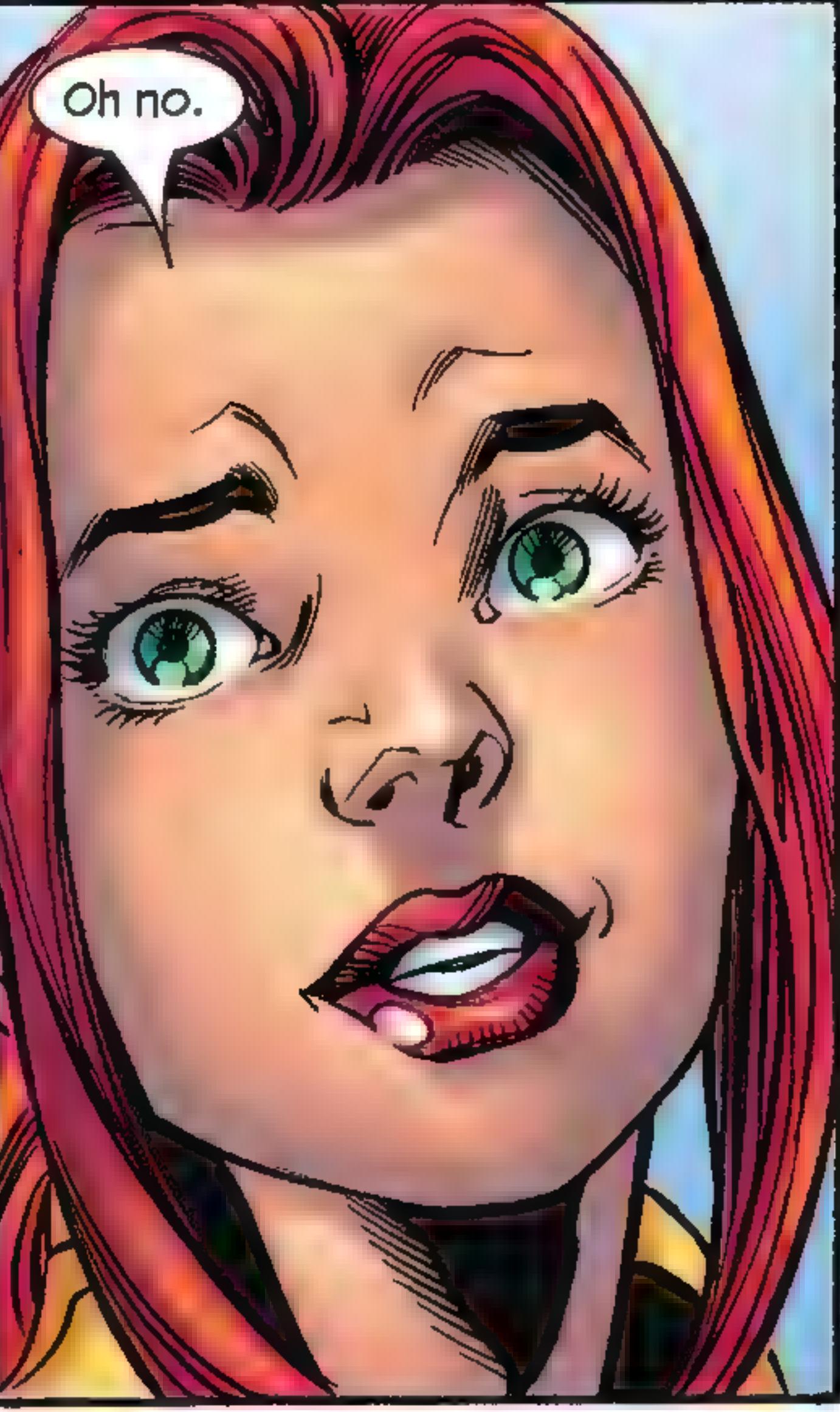
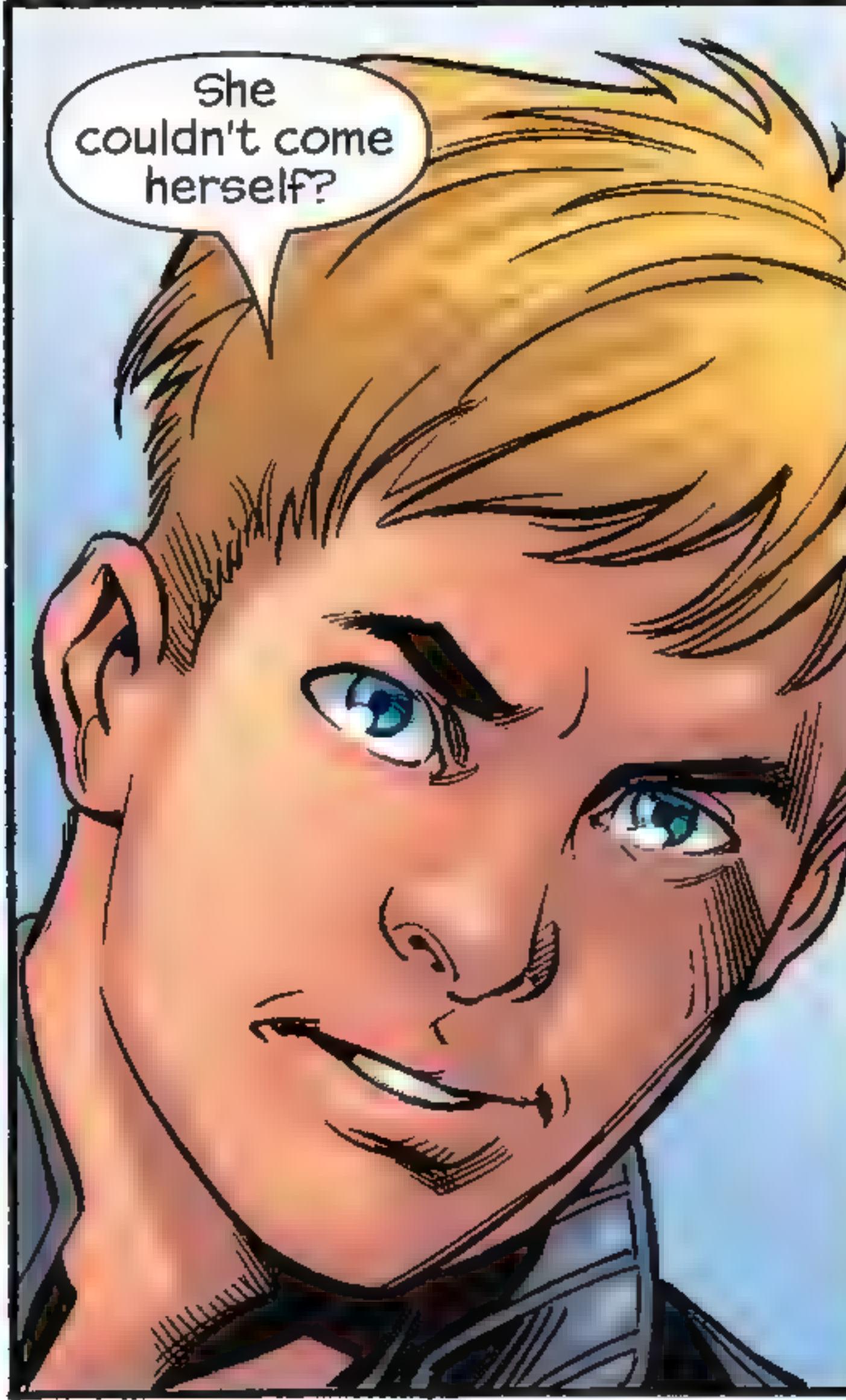
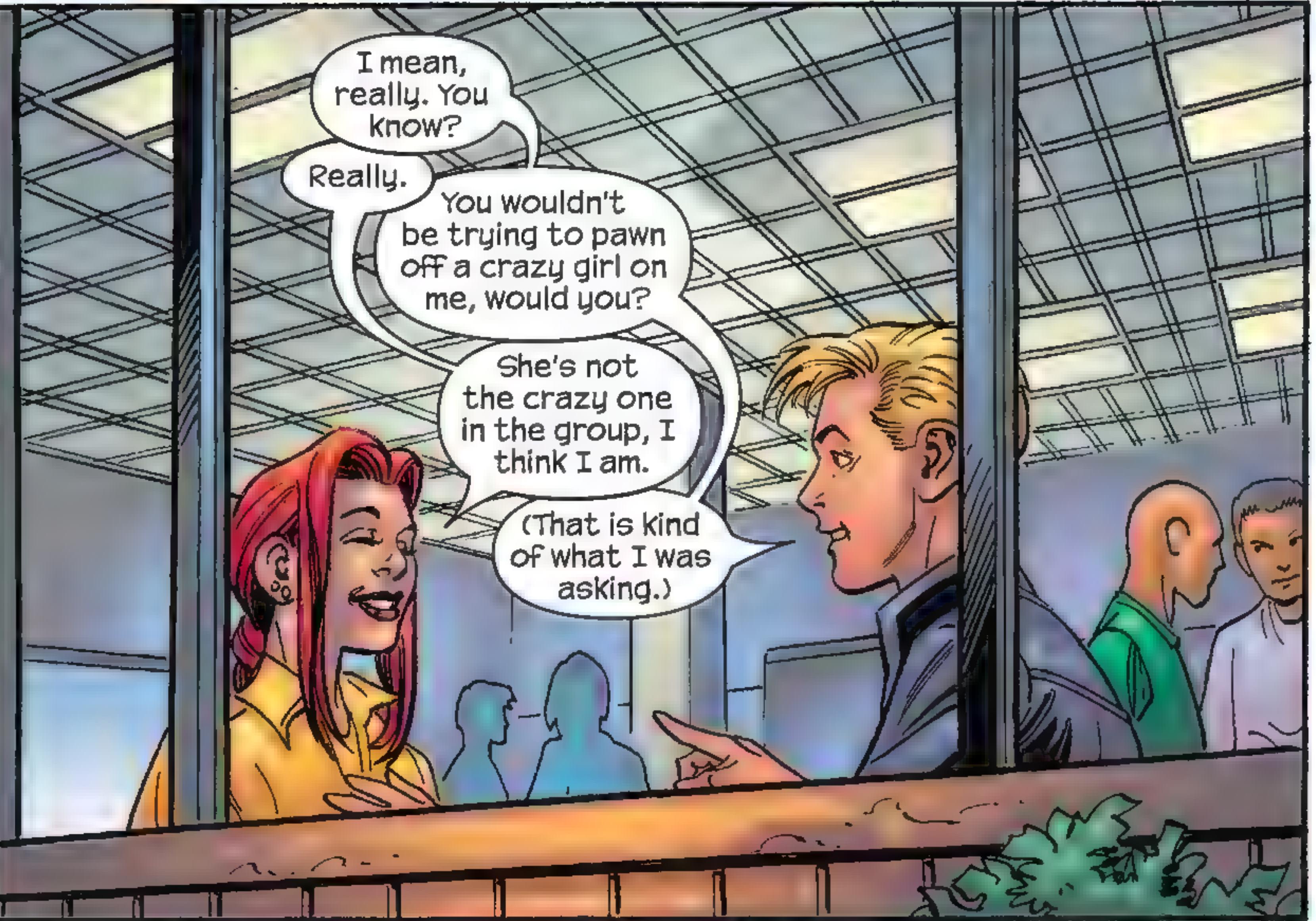
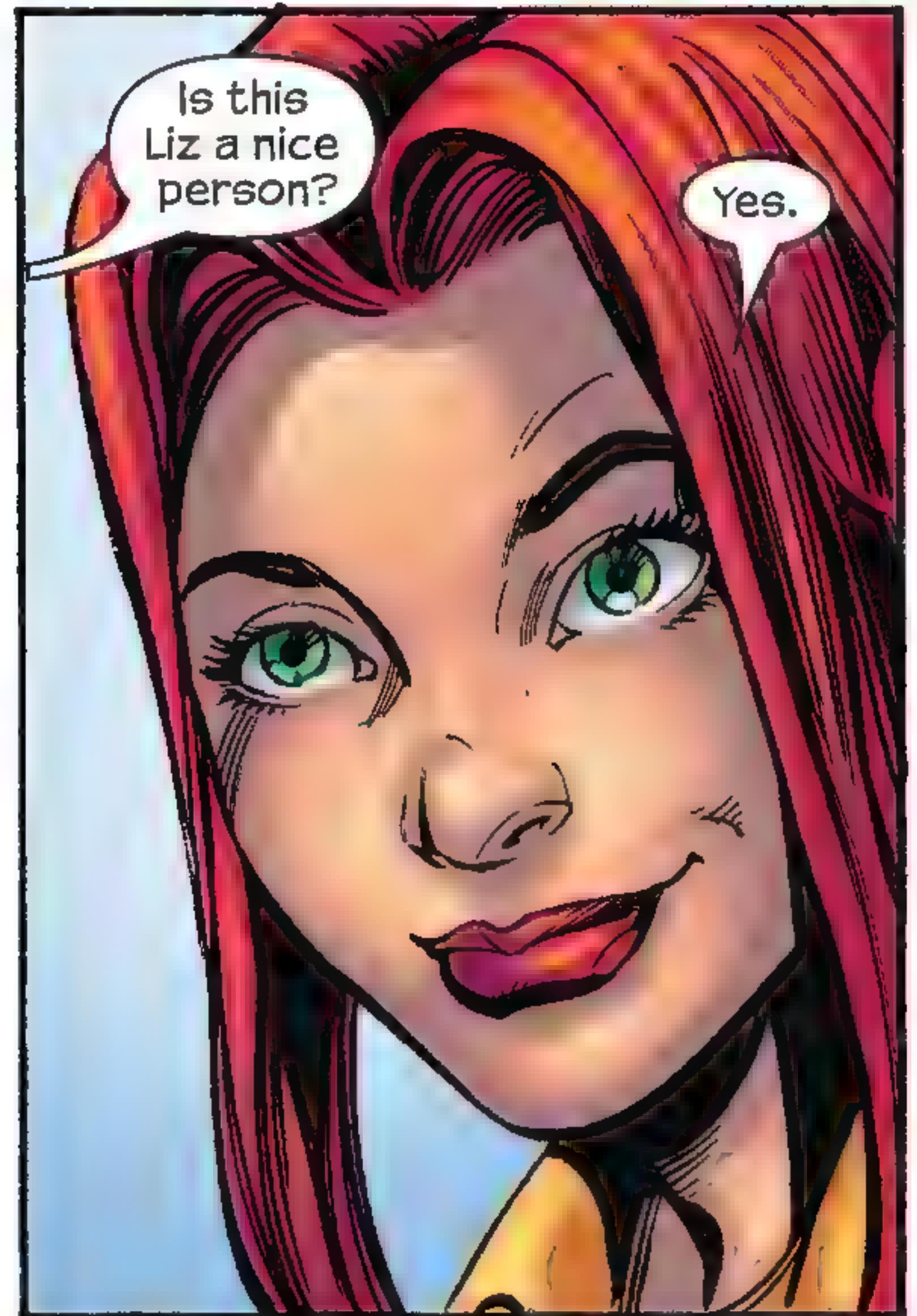
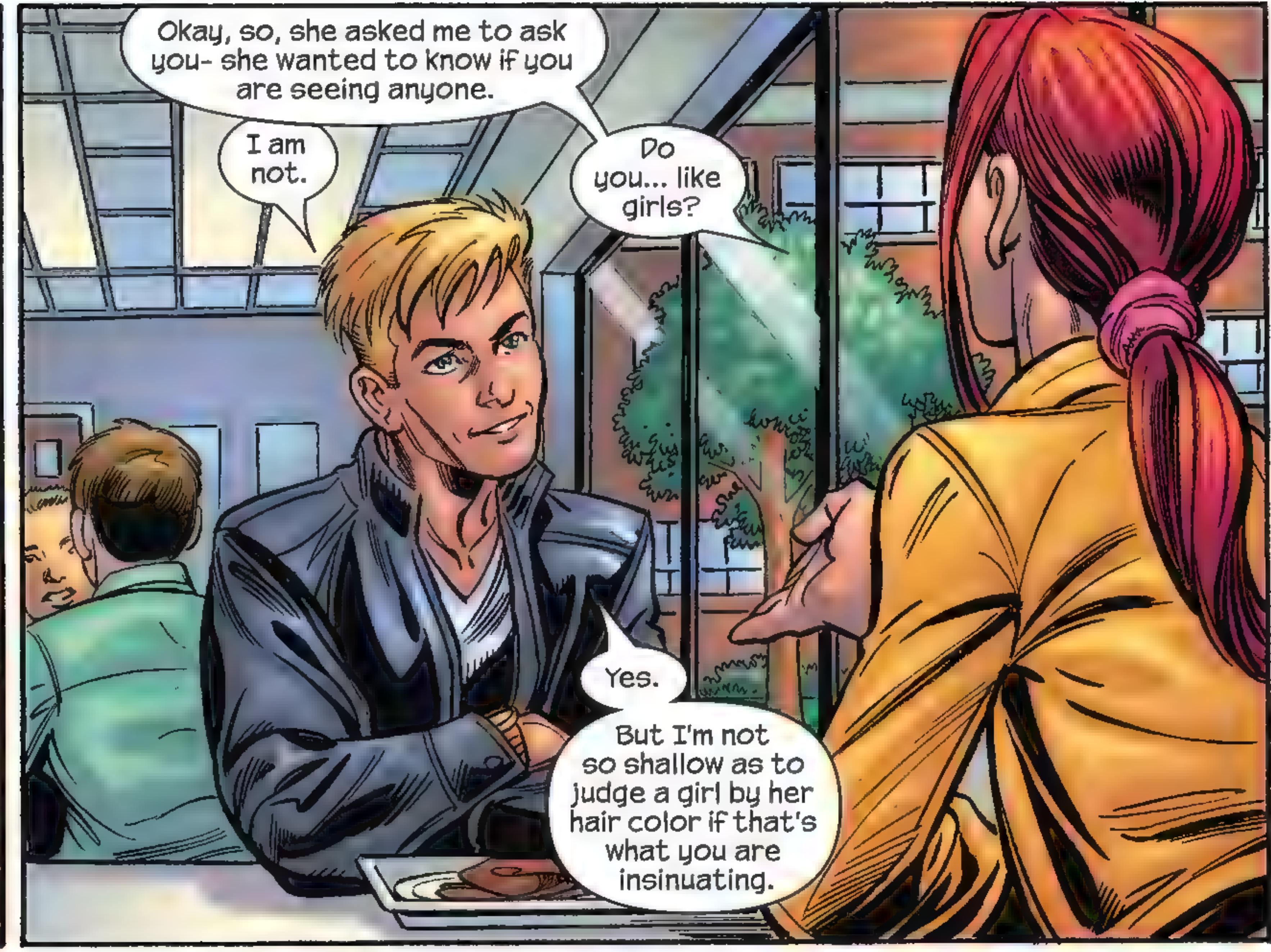
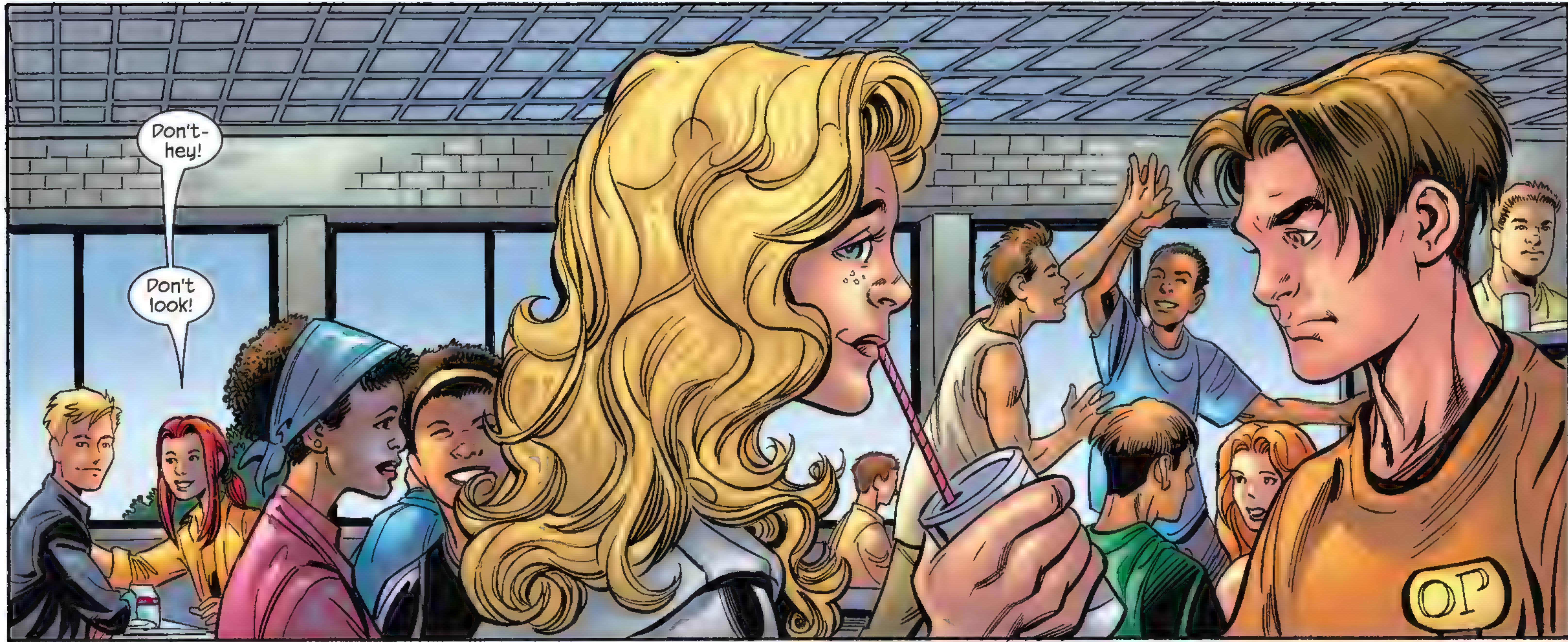


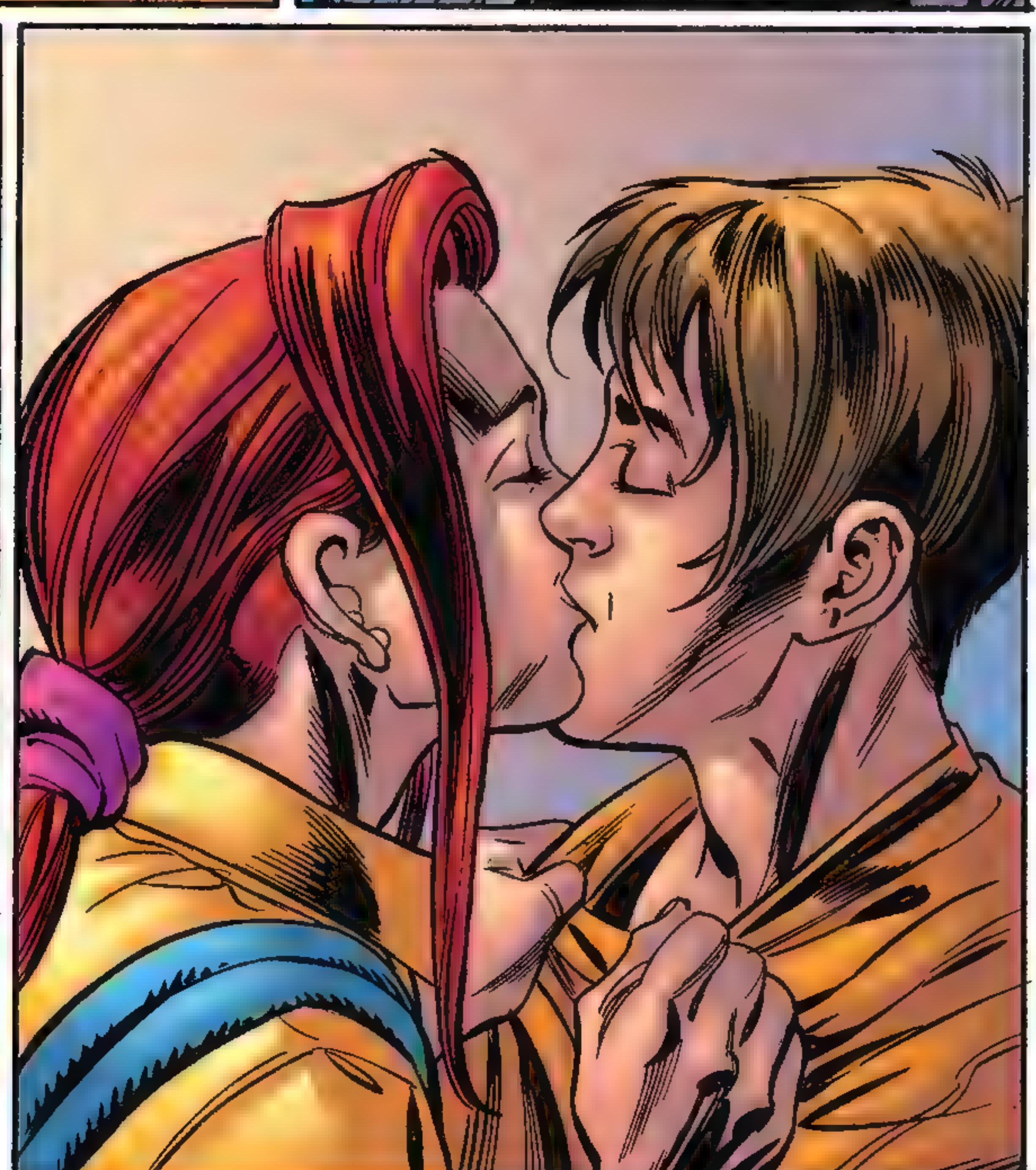
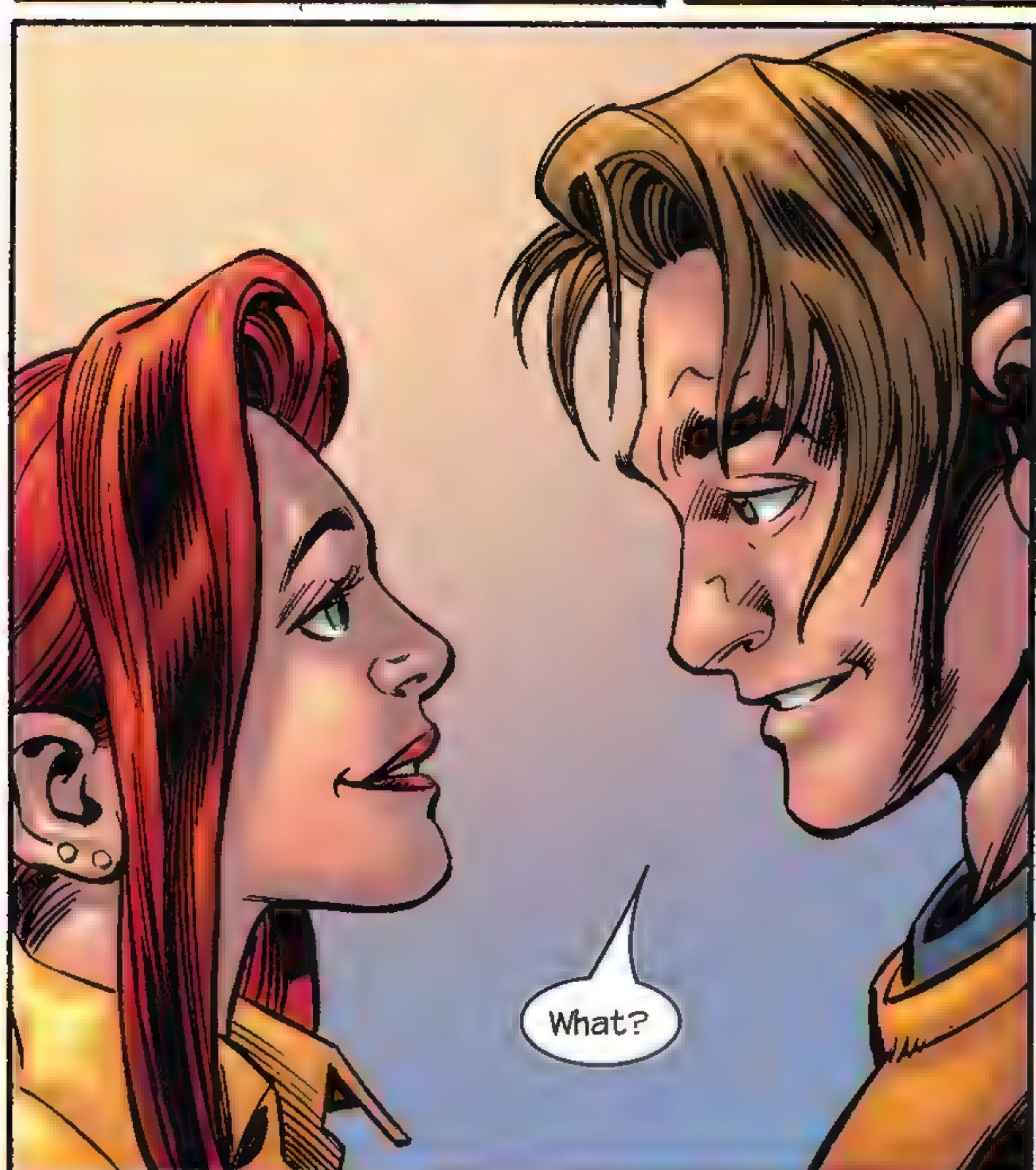
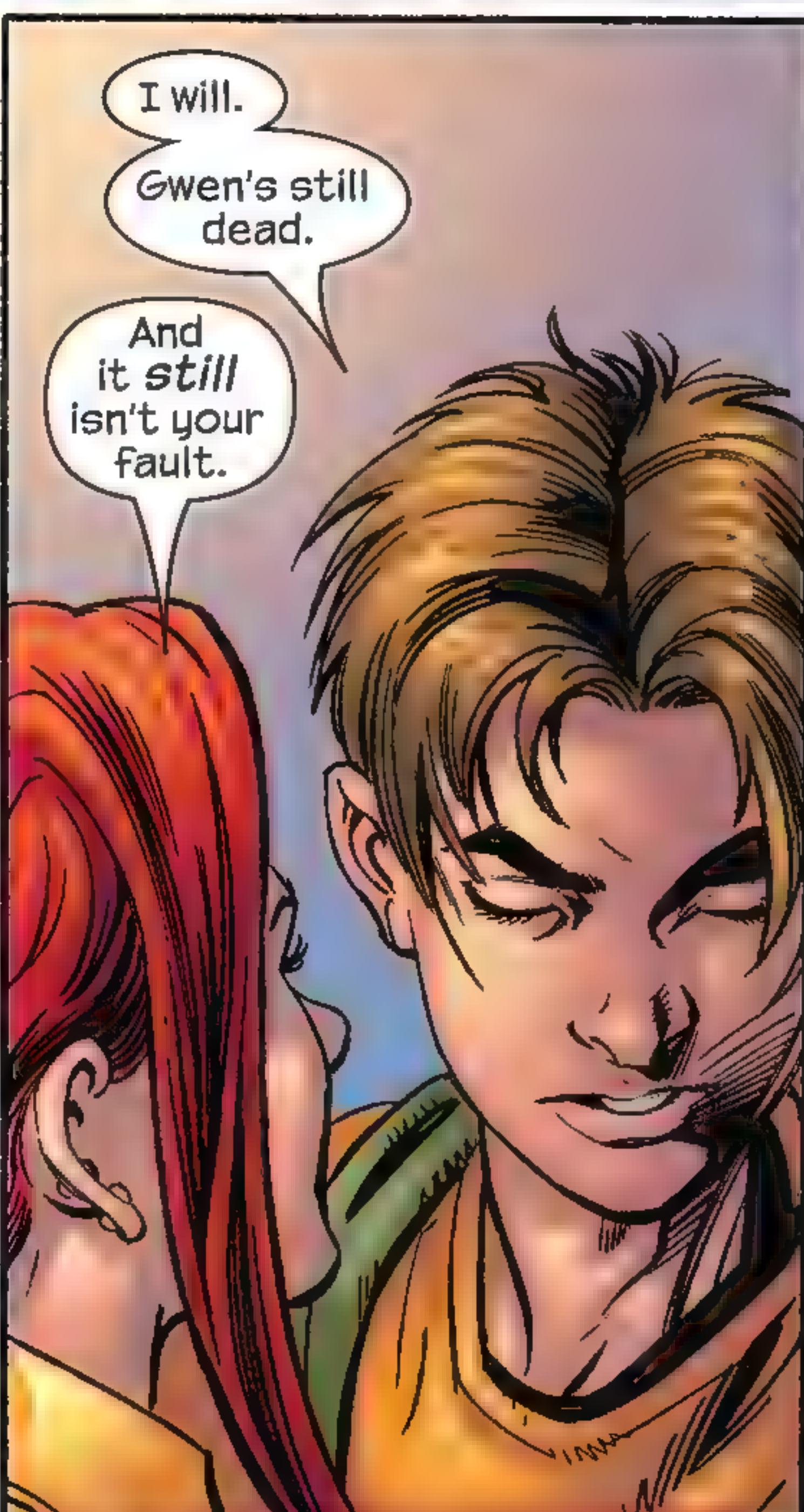
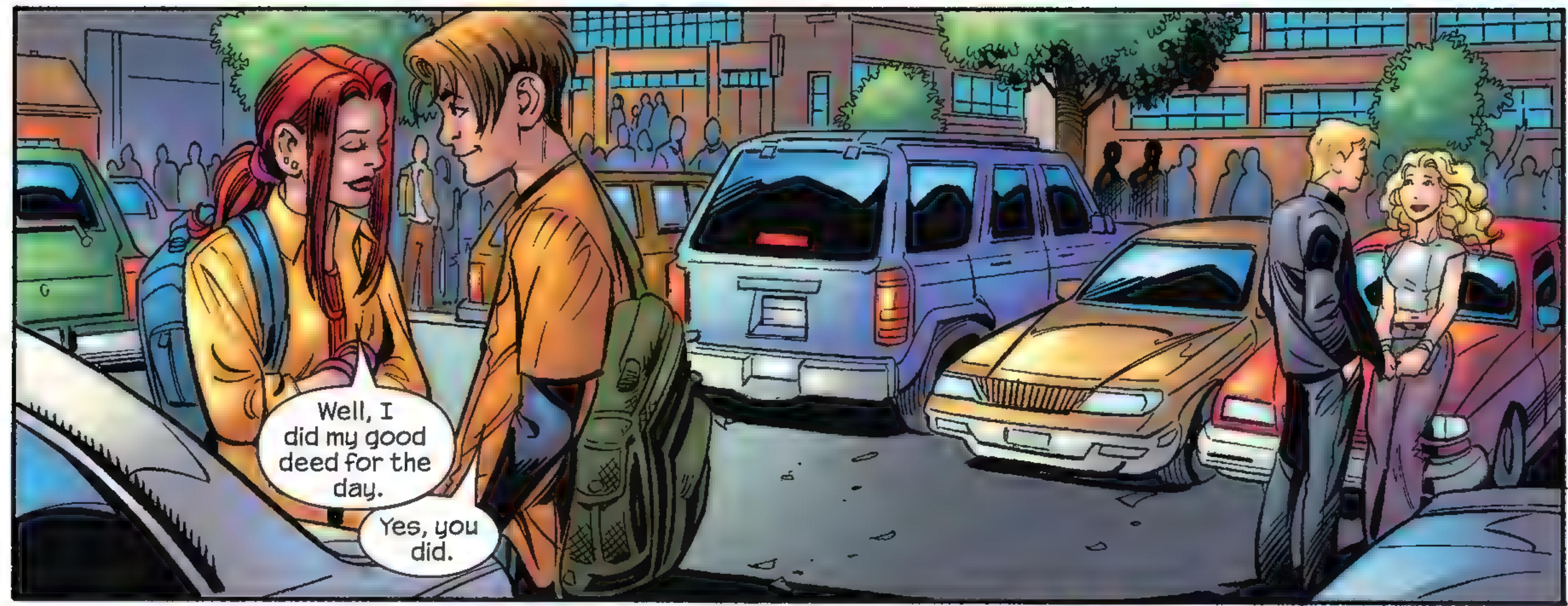


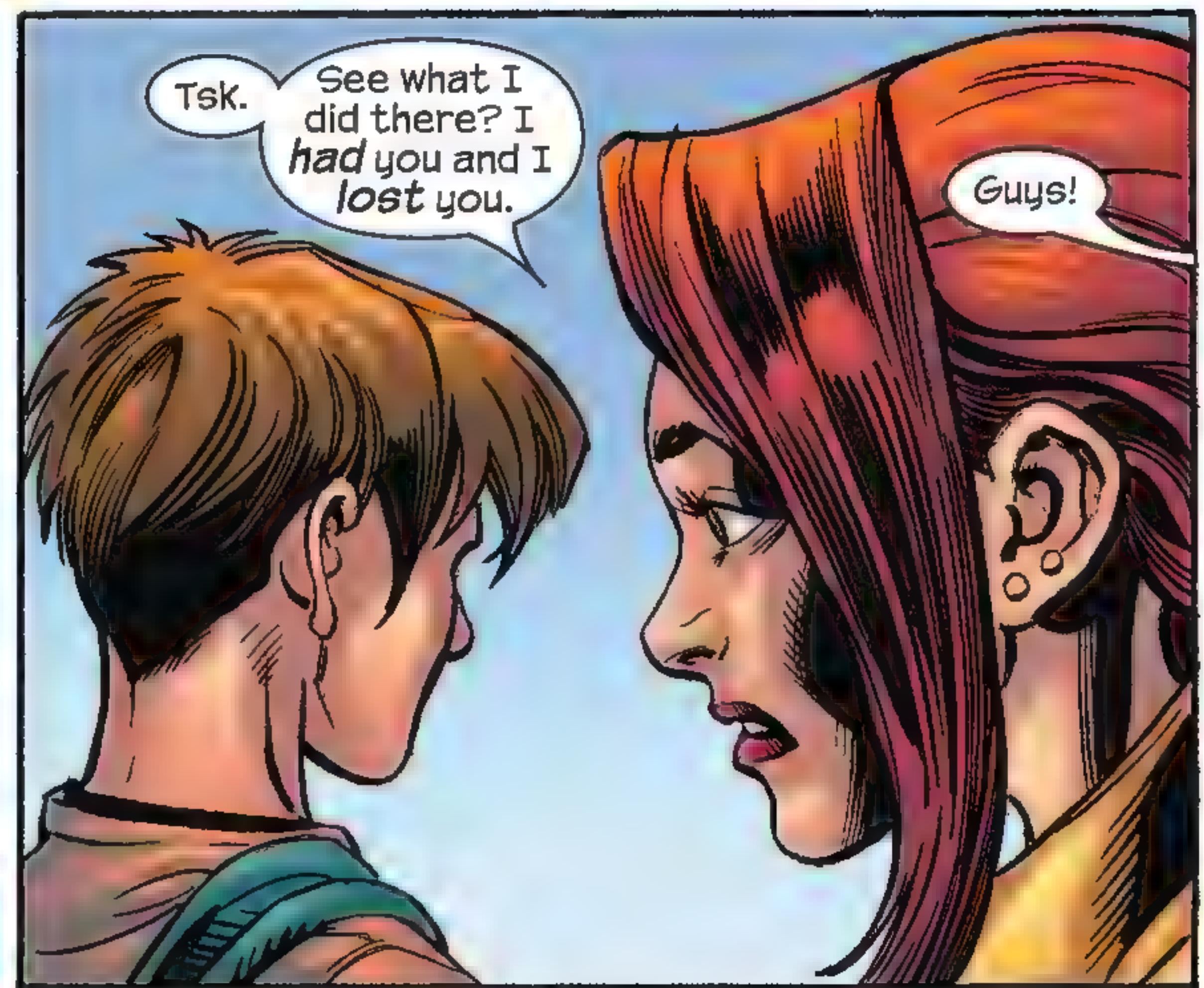
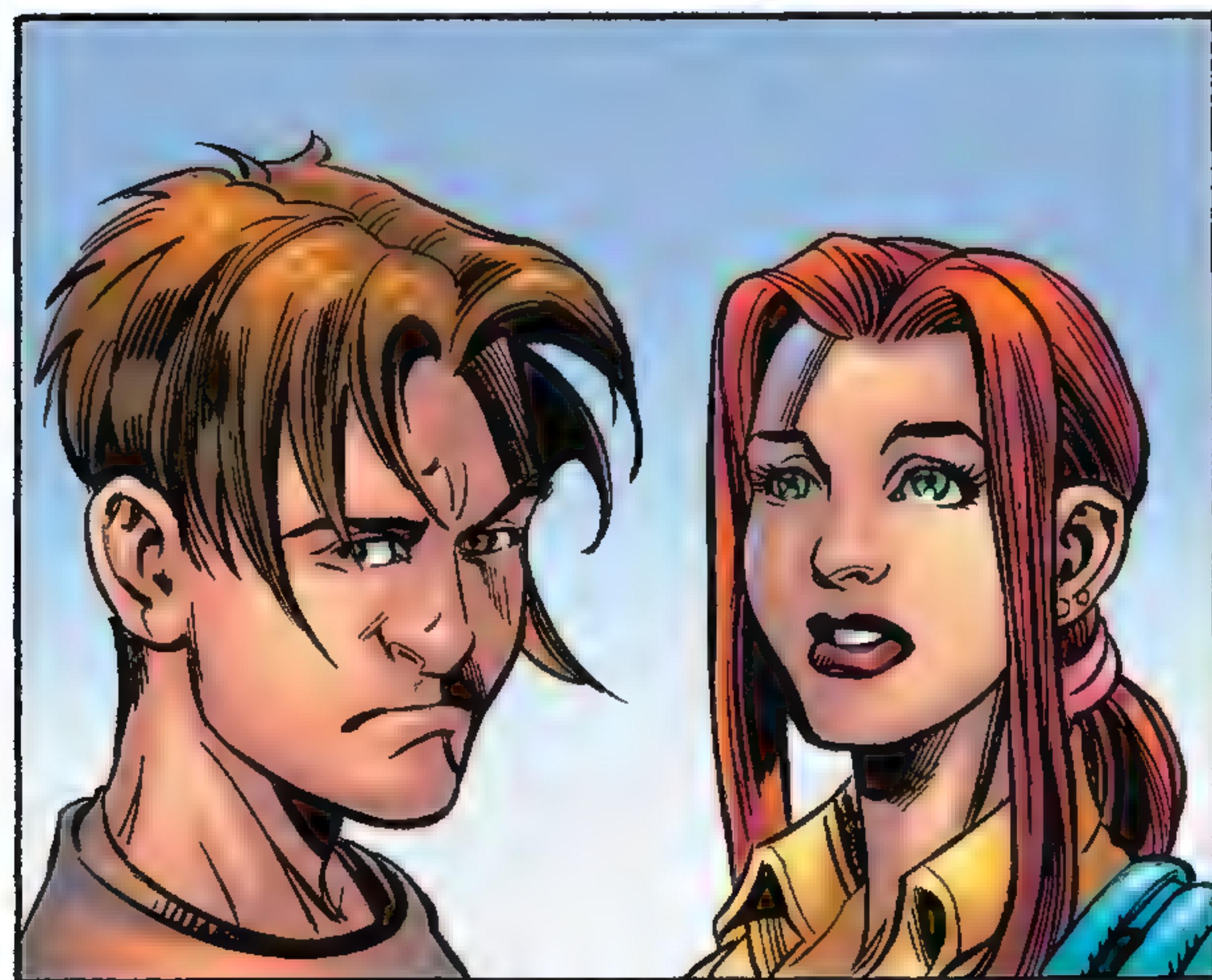
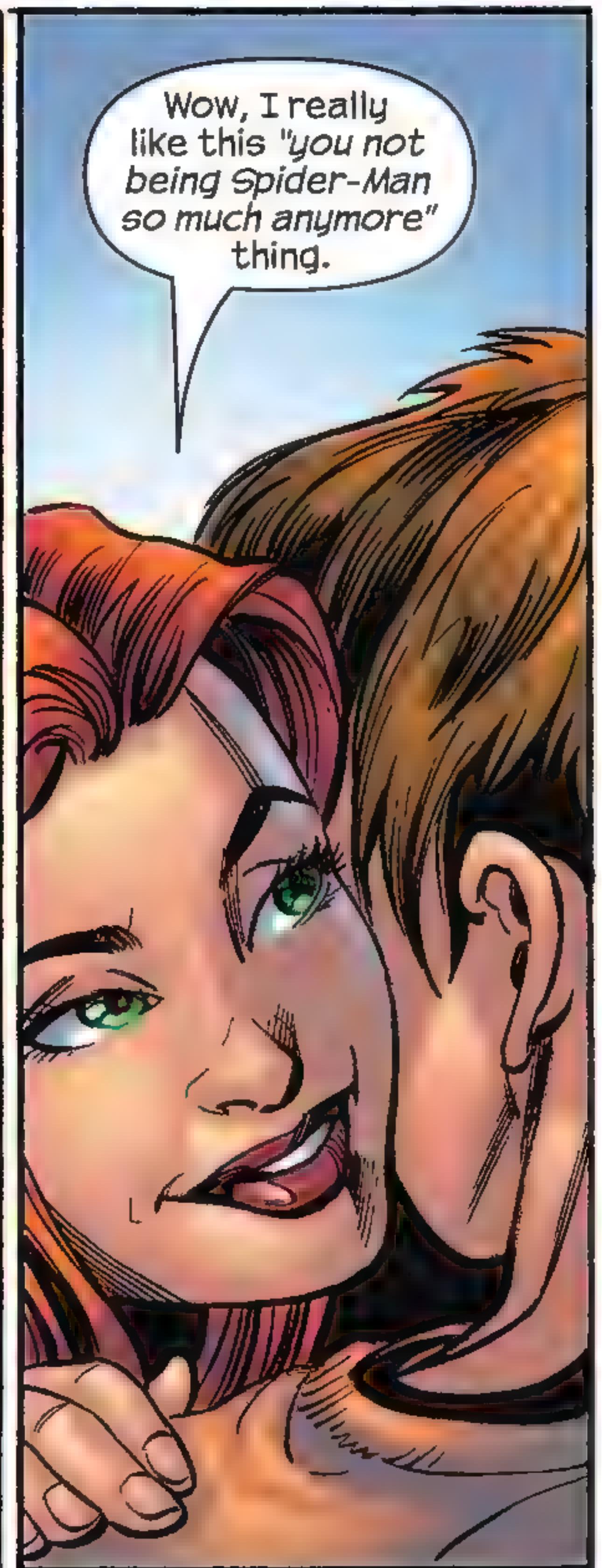
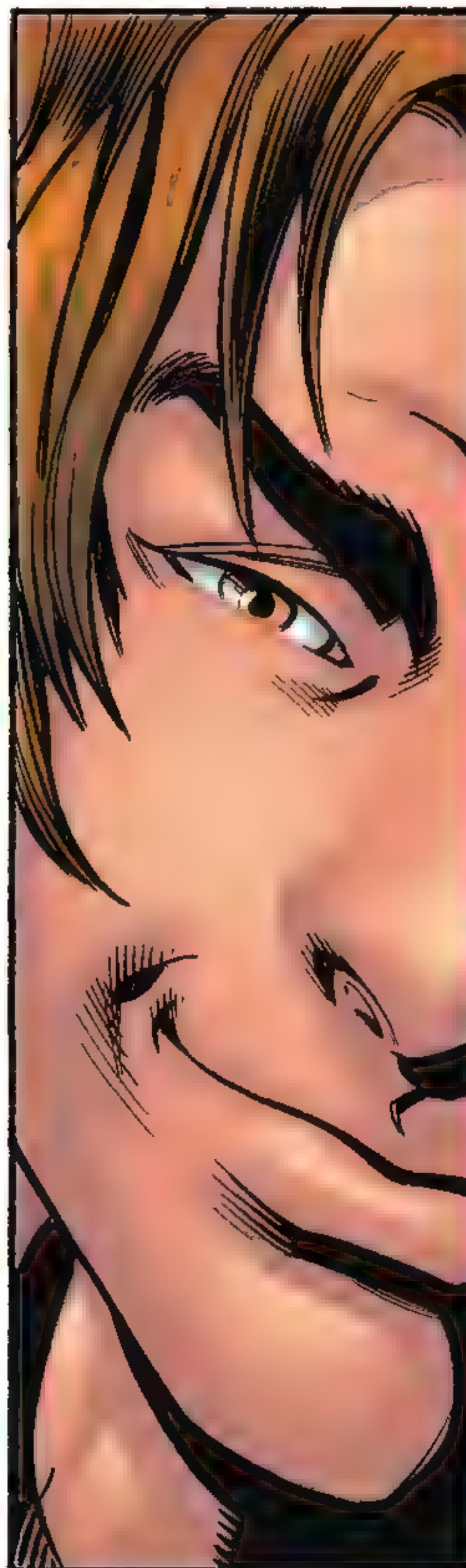
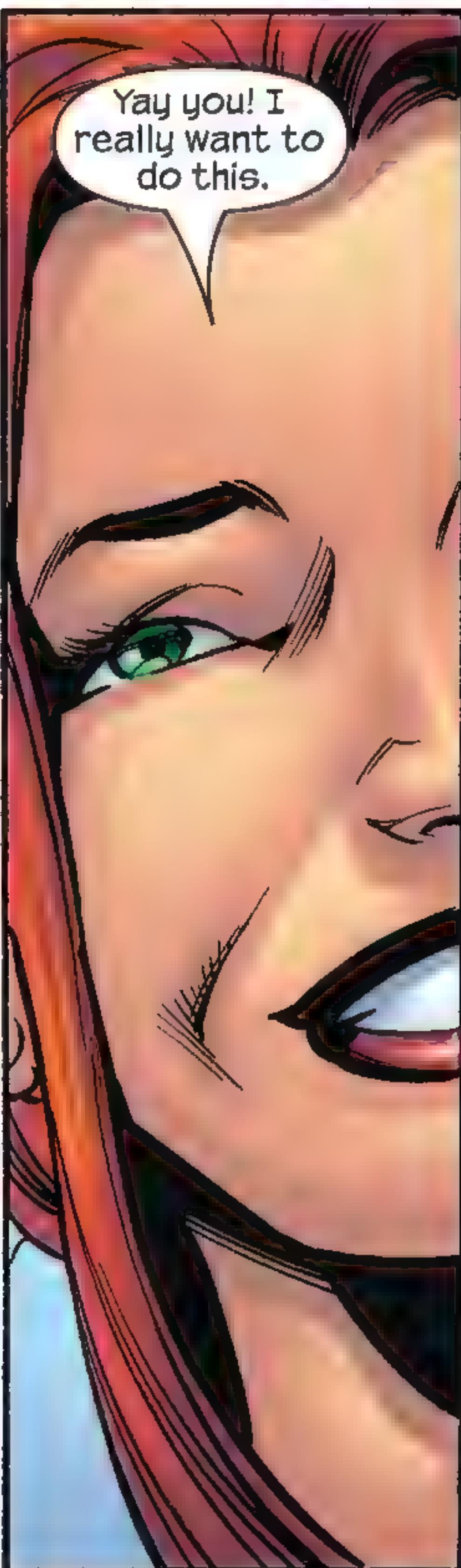
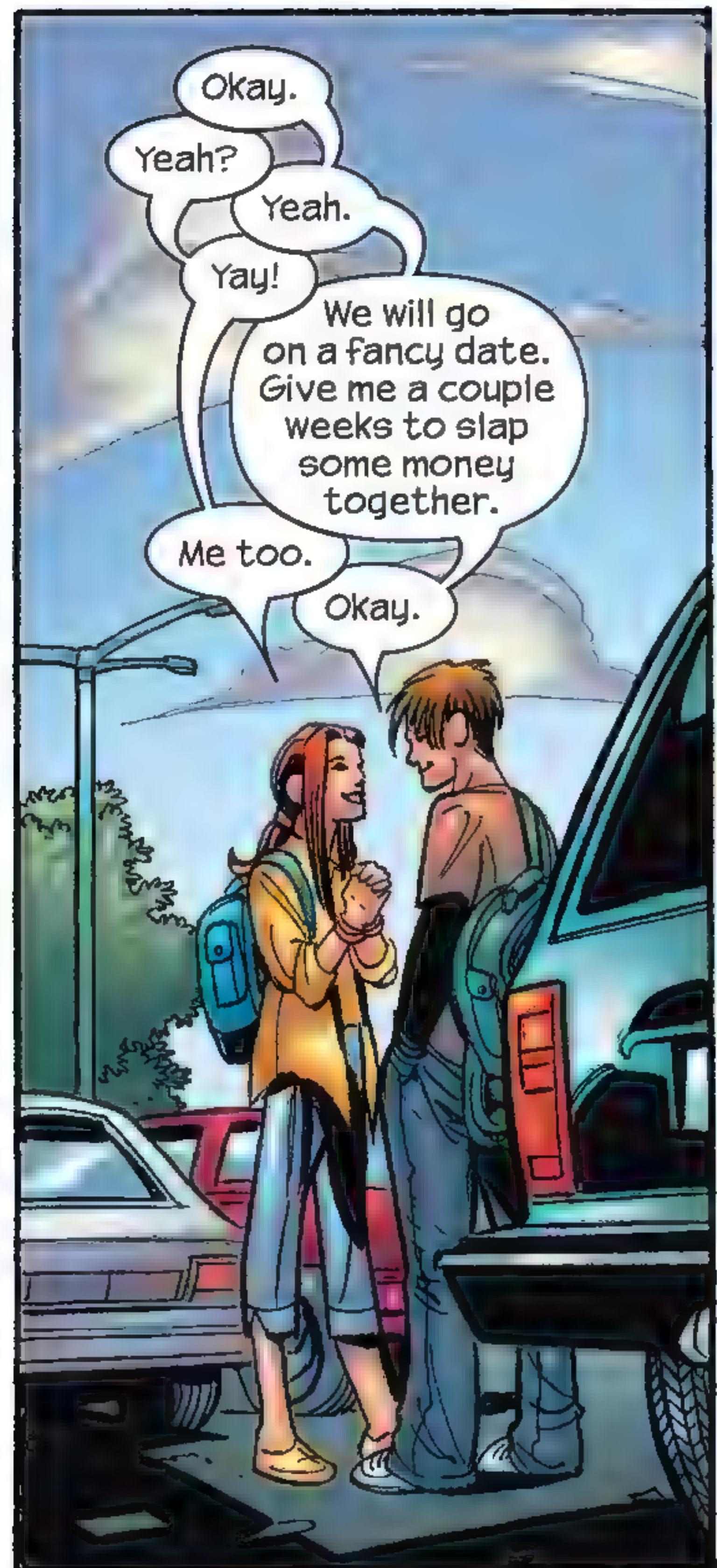
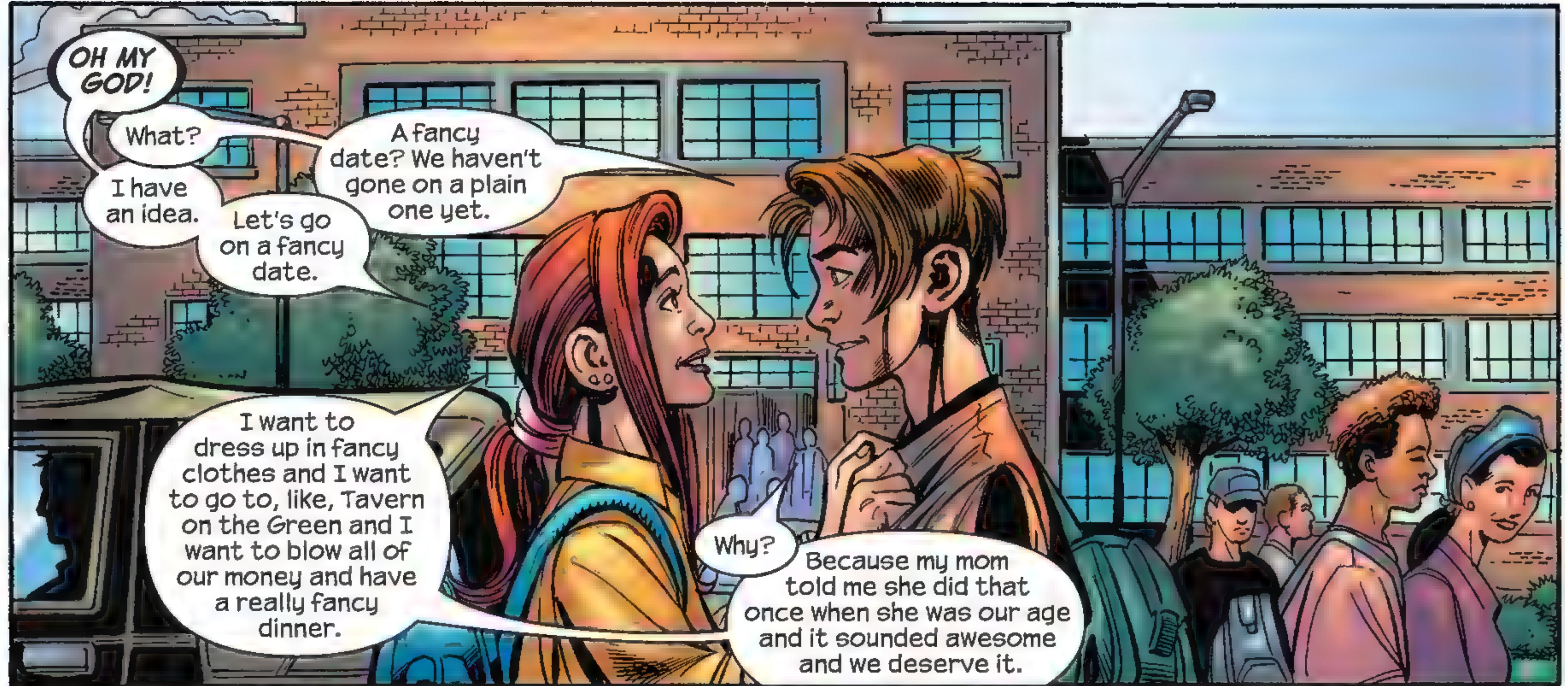


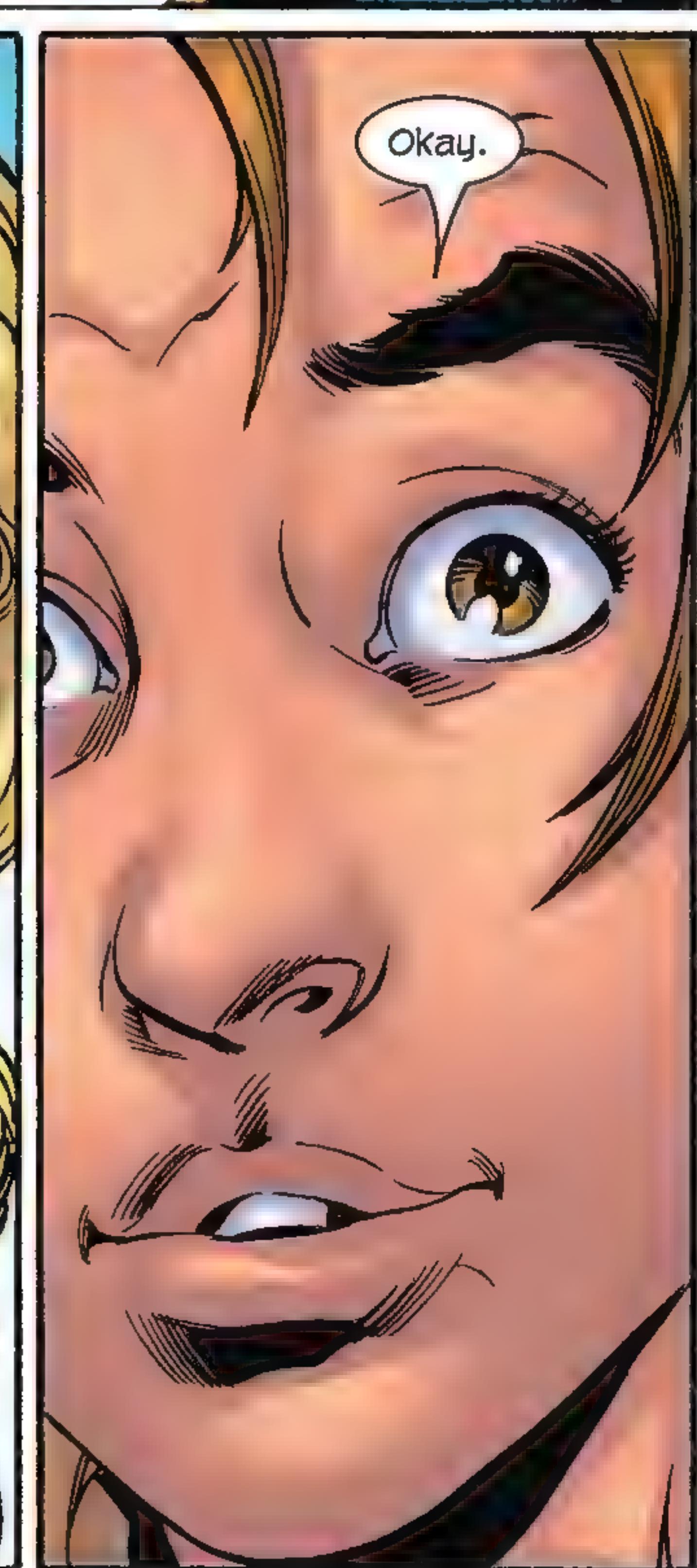
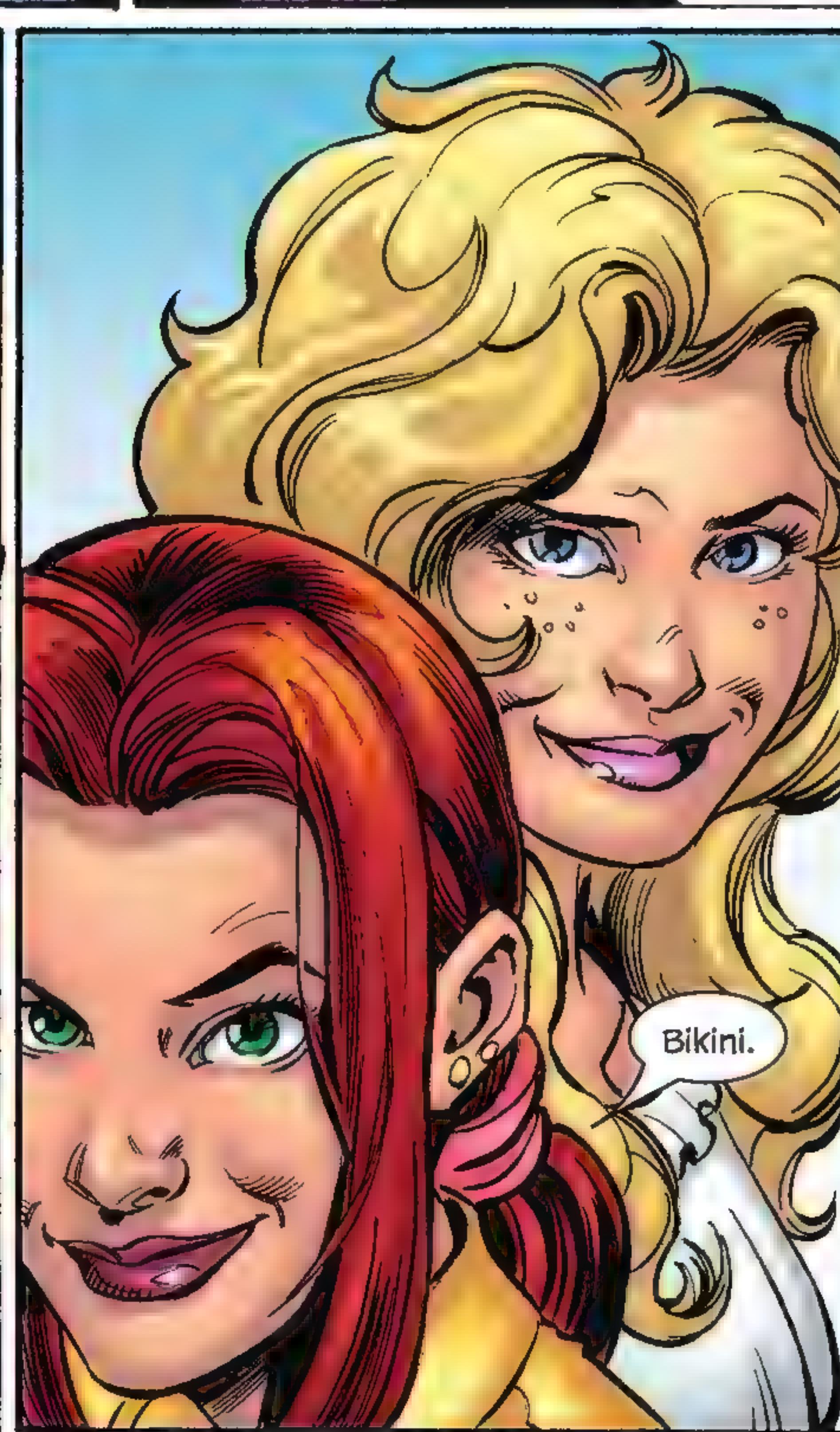
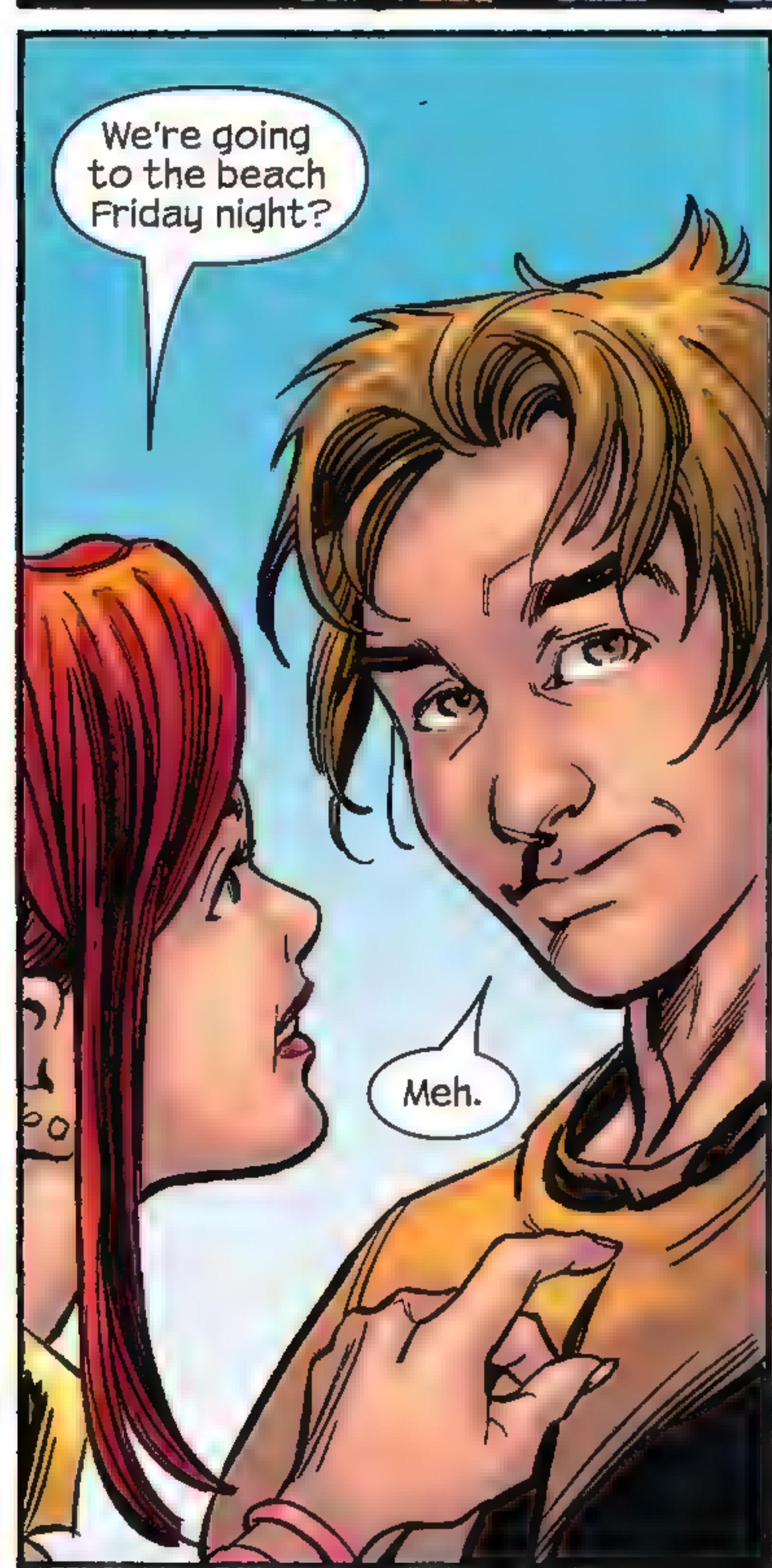
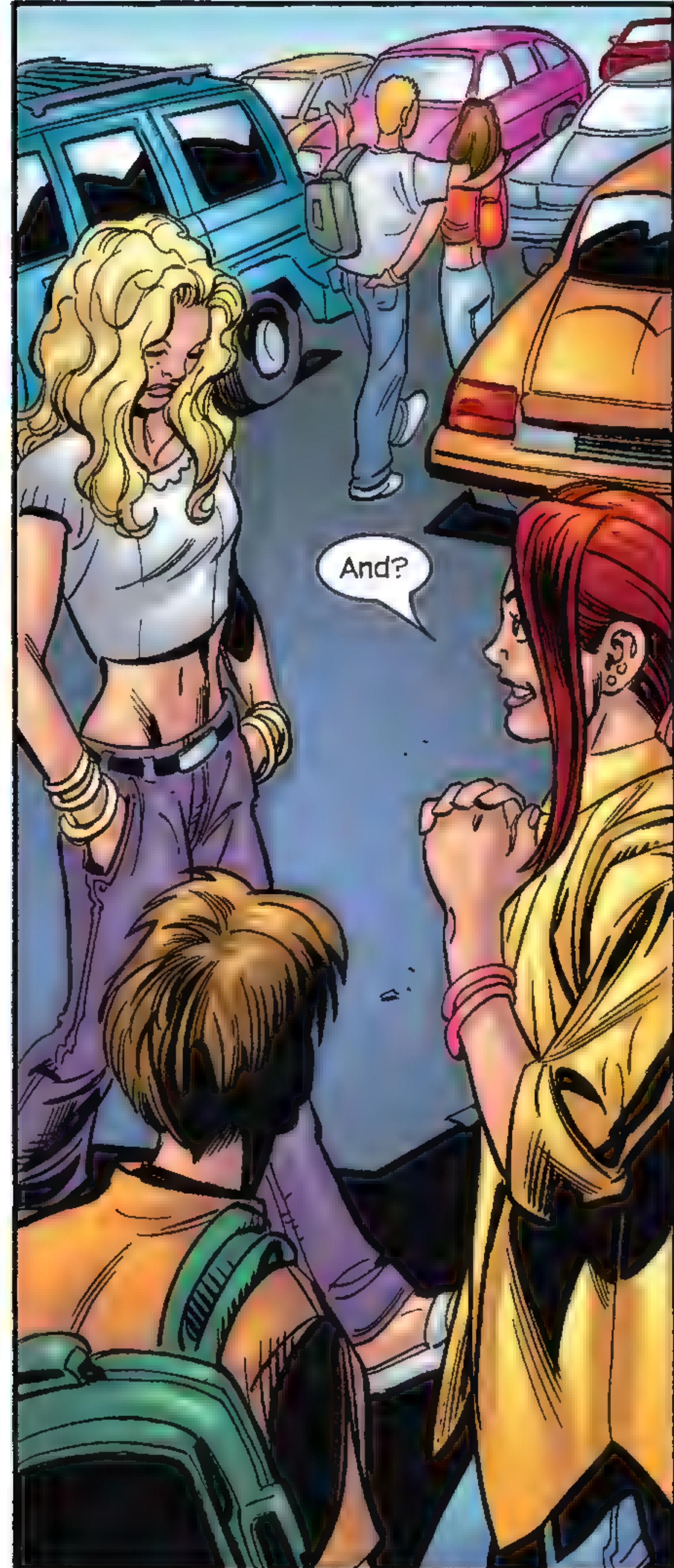


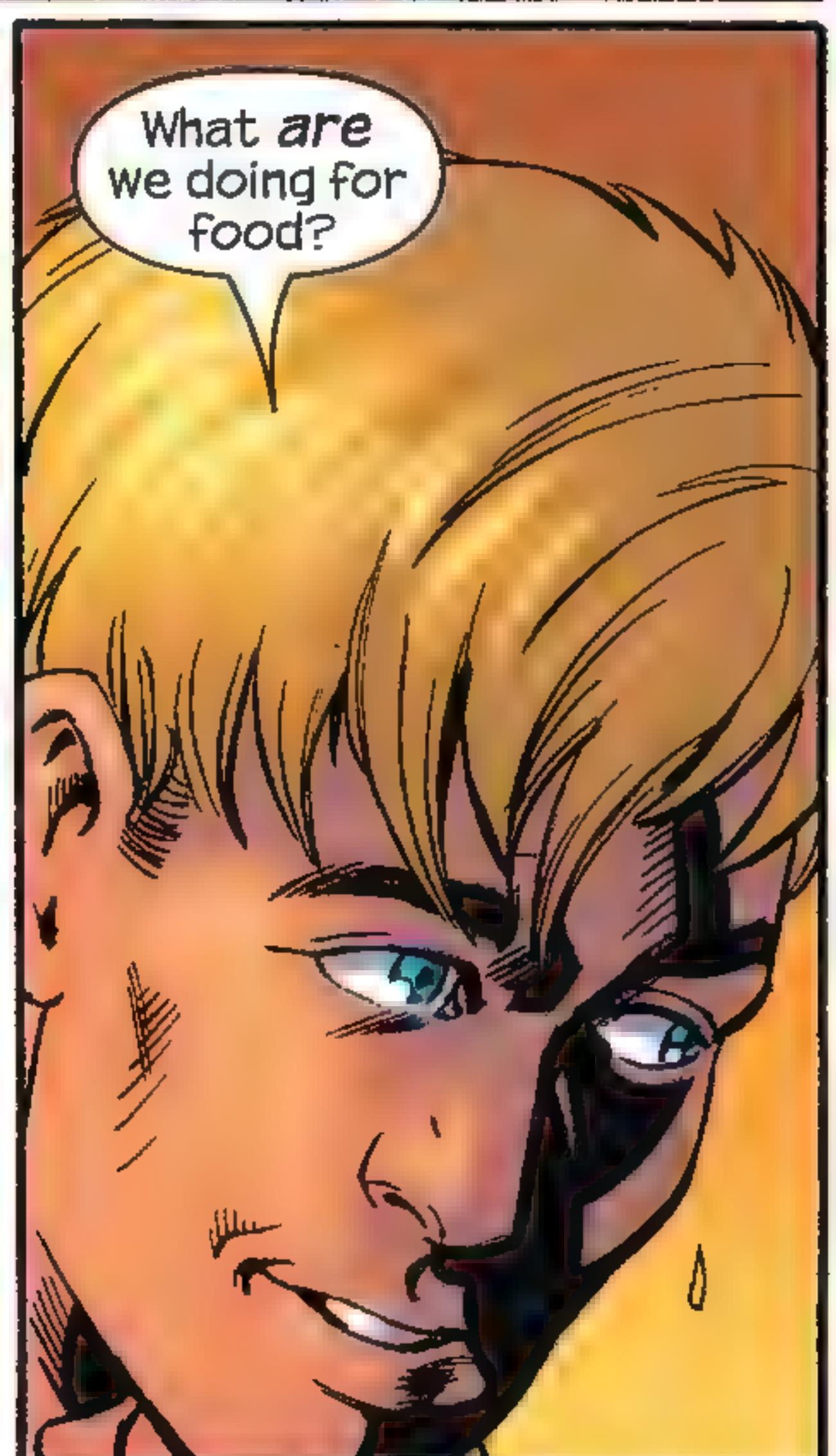
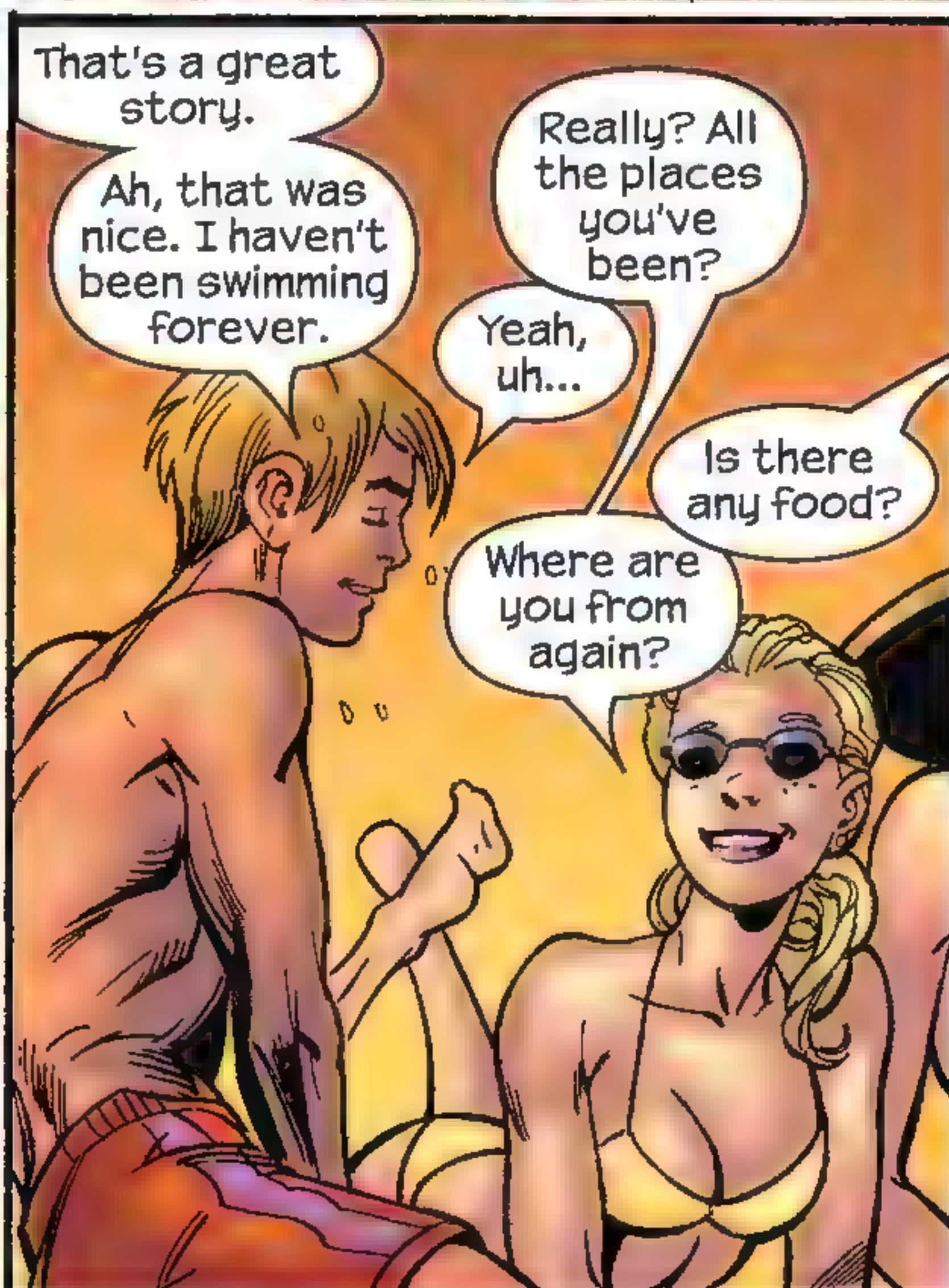


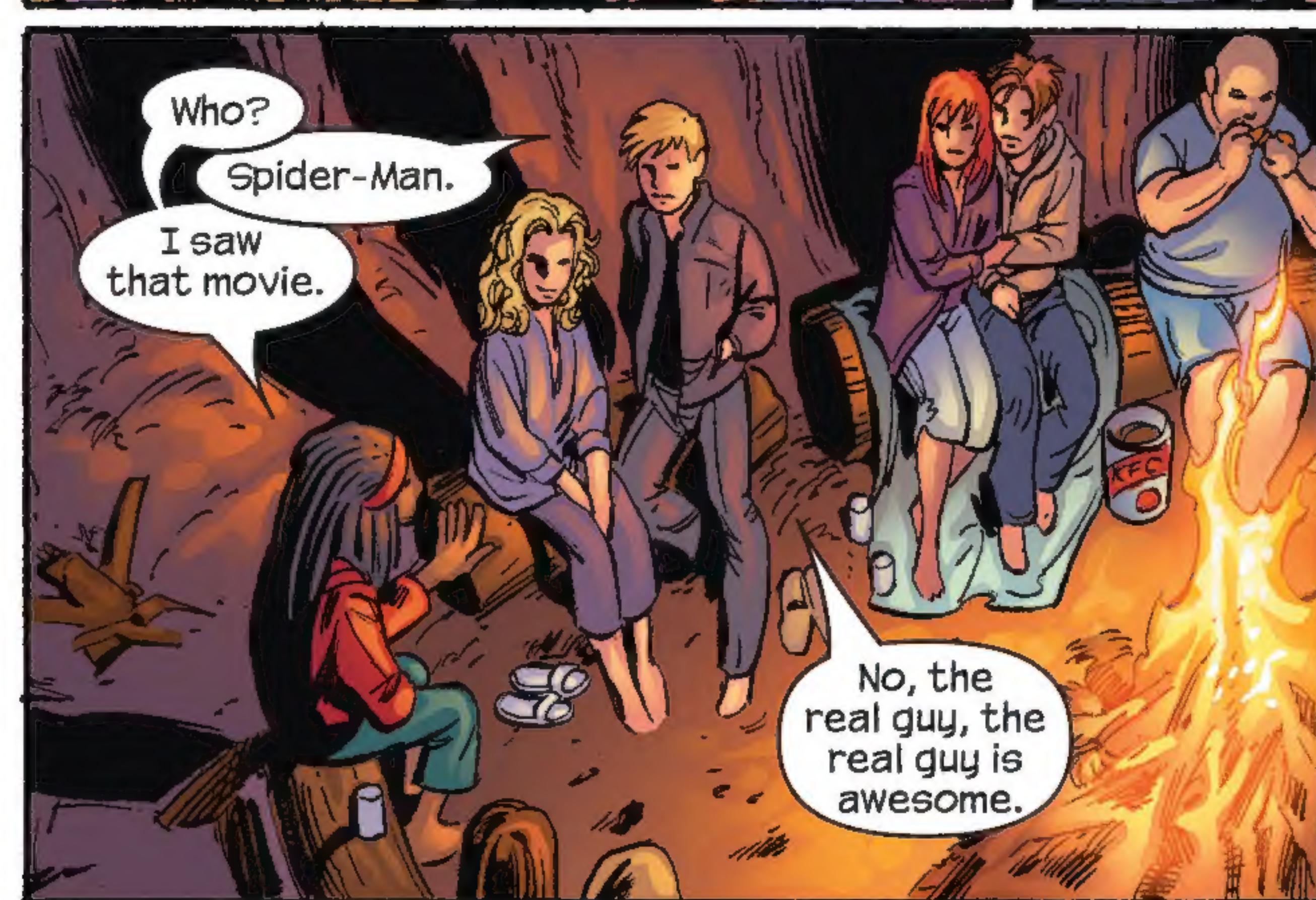
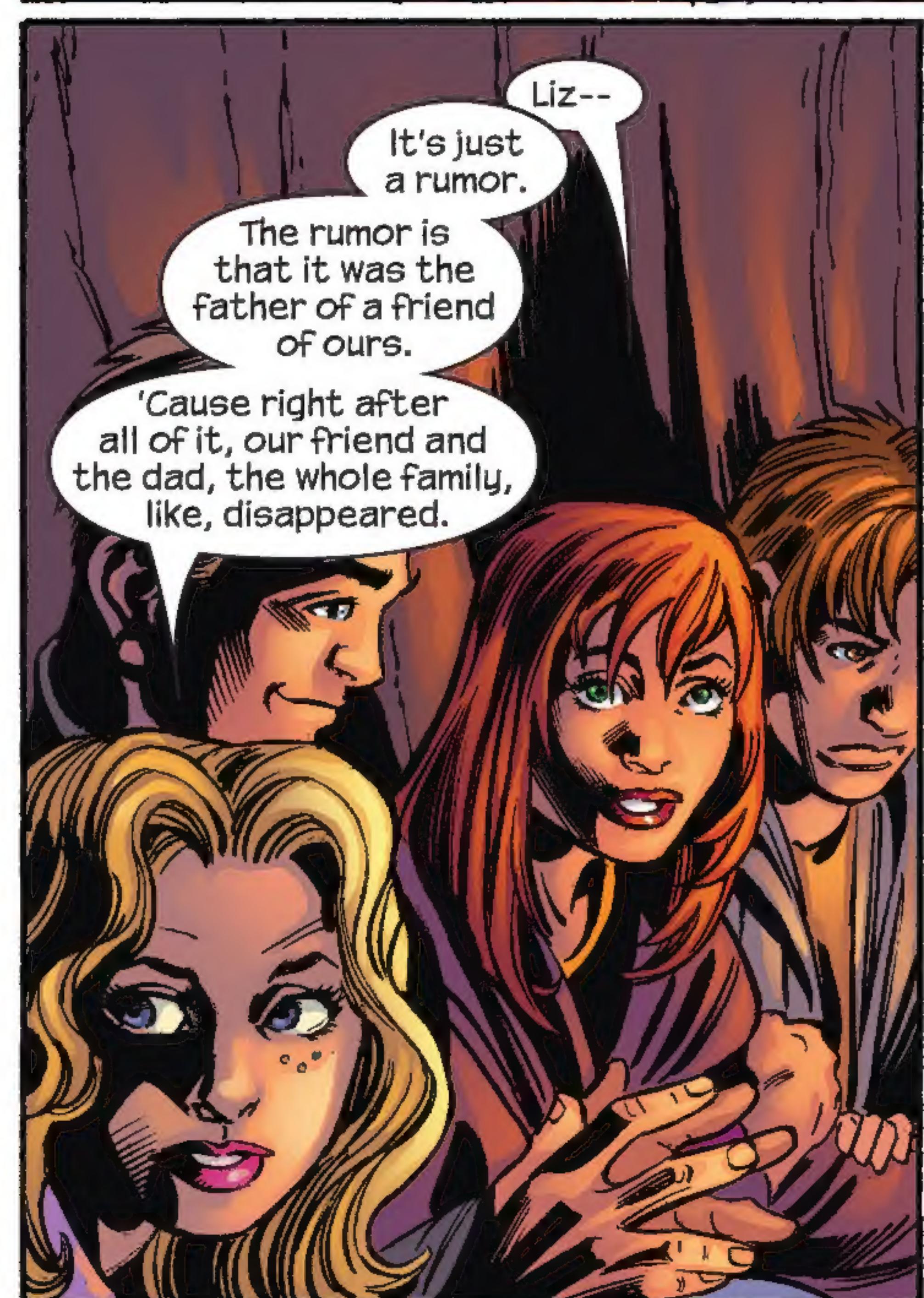
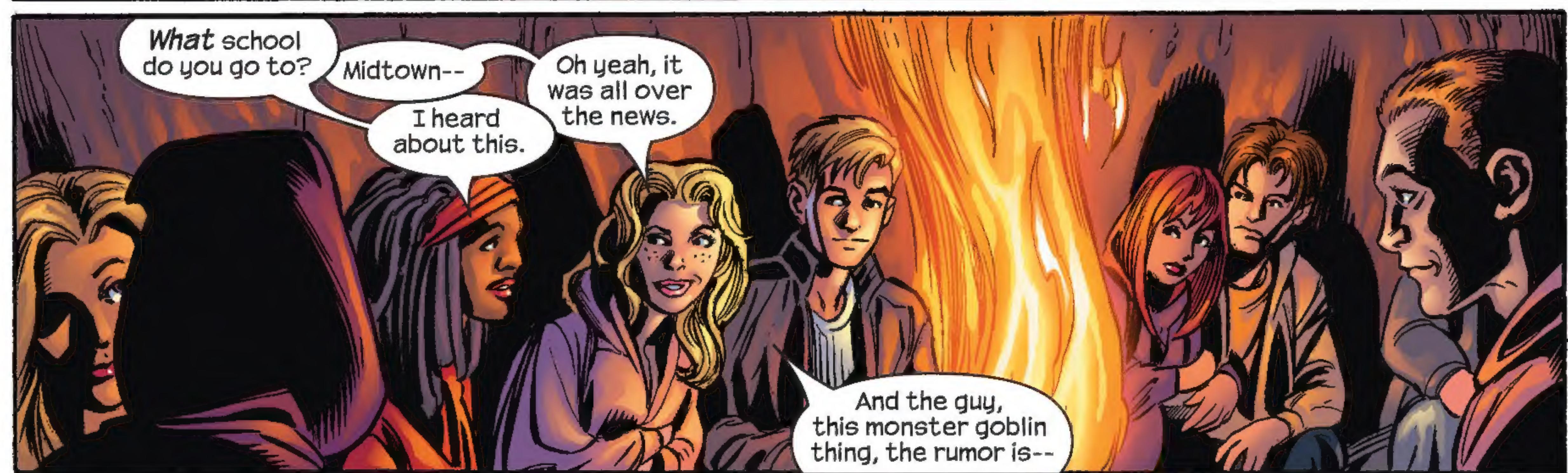
















Uh...  
I can  
explain  
this.

To be  
continued...



SON OF ULTRON